

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR
 ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended March 31, 2024
OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
OR
 SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of event requiring this shell company report
For the transition period from to
Commission file number 001-33098

Kabushiki Kaisha Mizuho Financial Group

(Exact name of Registrant as specified in its charter)

Mizuho Financial Group, Inc.

(Translation of Registrant's name into English)

Japan

(Jurisdiction of incorporation or organization)

1-5-5 Otemachi

Chiyoda-ku, Tokyo 100-8176

Japan

(Address of principal executive offices)

Yasutoshi Tanaka, +81-3-5224-1111, +81-3-5224-1059, address is same as above
(Name, Telephone, Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class

Trading Symbols

Name of each exchange on which registered

American depositary shares, each of which
represents two shares of common stock
Common Stock, without par value*

MFG

The New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

At March 31, 2024, the following shares of capital stock were issued: 2,539,249,894 shares of common stock (including 881,823 shares of common stock held by the registrant as treasury stock).

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Note—Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards[†] provided pursuant to Section 13(a) of the Exchange Act.

[†] The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes No

* Not for trading, but only in connection with the registration and listing of the ADSs.

MIZUHO FINANCIAL GROUP, INC.

ANNUAL REPORT ON FORM 20-F

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

In this annual report, the terms “Mizuho Financial Group,” the “Mizuho group,” “we,” “us” and “our” generally refer to Mizuho Financial Group, Inc. and its consolidated subsidiaries, but from time to time as appropriate to the context, those terms refer to Mizuho Financial Group, Inc. as an individual legal entity. Furthermore, unless the context indicates otherwise, these references are intended to refer to us as if we had been in existence in our current form for all periods referred to herein.

On July 1, 2013, a merger between the former Mizuho Bank, Ltd. and the former Mizuho Corporate Bank, Ltd. came into effect with the former Mizuho Corporate Bank as the surviving entity, which was renamed Mizuho Bank upon the merger. In this annual report, “Mizuho Bank” refers to the post-merger entity, while the “former Mizuho Bank” and the “former Mizuho Corporate Bank” refer to pre-merger Mizuho Bank and pre-merger Mizuho Corporate Bank, respectively.

In this annual report, “our principal banking subsidiaries” refer to Mizuho Bank and Mizuho Trust & Banking Co., Ltd.

In this annual report, references to “U.S. dollars,” “dollars” and “\$” refer to the lawful currency of the United States and those to “yen” and “¥” refer to the lawful currency of Japan.

In this annual report, yen figures and percentages presented in accordance with accounting principles generally accepted in the United States, or U.S. GAAP, have been rounded to the figures shown, and yen figures and percentages presented in accordance with accounting principles generally accepted in Japan, or Japanese GAAP, have been truncated to the figures shown, in each case, unless otherwise specified. However, in some cases, figures as of or for the fiscal year ended March 31, 2023 and earlier presented in tables have been adjusted to match the sum of the figures with the total amount, and such figures may also be referred to in the related text. We no longer make such adjustments beginning with figures as of or for the six months ended September 30, 2023, and thus the sum of the figures as of or for the six months ended September 30, 2023 and after presented herein may not match the total amount.

Our fiscal year end is March 31. References to years not specified as being fiscal years are to calendar years.

Unless otherwise specified, for purposes of this annual report, we have presented our financial information in accordance with U.S. GAAP. Unless otherwise stated or the context otherwise requires, all amounts in our financial statements are expressed in yen.

We usually hold the ordinary general meeting of shareholders of Mizuho Financial Group in June of each year in Chiyoda-ku, Tokyo.

FORWARD-LOOKING STATEMENTS

We may from time to time make written or oral forward-looking statements. Written forward-looking statements may appear in documents filed with the Securities and Exchange Commission, including this annual report, and other reports to shareholders and other communications.

The U.S. Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for forward-looking information to encourage companies to provide prospective information about themselves. We rely on this safe harbor in making these forward-looking statements.

This annual report contains forward-looking statements regarding the intent, belief, current expectations and targets of our management with respect to our financial condition and future results of operations. In many cases,

but not all, we use such words as “aim,” “anticipate,” “believe,” “endeavor,” “estimate,” “expect,” “intend,” “may,” “plan,” “probability,” “project,” “risk,” “seek,” “should,” “strive,” “target” and similar expressions in relation to us or our management to identify forward-looking statements. You can also identify forward-looking statements by discussions of strategy, plans or intentions. These statements reflect our current views with respect to future events and are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, our actual results may vary materially from those we currently anticipate. Potential risks and uncertainties include, without limitation, the following:

- international conflicts and geopolitical disruptions;
- increase in allowance for credit losses on loans and incurrence of significant credit-related costs;
- declines in the value of our securities portfolio, including as a result of the declines in stock markets and the impact of the dislocation in the global financial markets;
- changes in interest rates;
- foreign exchange rate fluctuations;
- decrease in the market liquidity of our assets;
- revised assumptions or other changes related to our pension plans;
- a decline in our deferred tax assets;
- the effect of financial transactions entered into for hedging and other similar purposes;
- failure to maintain required capital adequacy ratio levels;
- downgrades in our credit ratings;
- our ability to avoid reputational harm;
- our ability to implement our medium-term business plan and other strategic initiatives and measures effectively;
- the effectiveness of our operation, legal and other risk management policies;
- the effect of changes in general economic conditions in Japan and elsewhere;
- problems related to our information technology systems and cyber attacks;
- amendments and other changes to the laws and regulations that are applicable to us; and
- the effect of climate change.

Our forward-looking statements are not guarantees of future performance and involve risks and uncertainties. Actual results may differ from those in the forward-looking statements as a result of various factors. We identify in this annual report in “Item 3.D. Key Information—Risk Factors,” “Item 4.B. Information on the Company—Business Overview,” “Item 5. Operating and Financial Review and Prospects” and elsewhere, some, but not necessarily all, of the important factors that could cause these differences.

We do not intend to update our forward-looking statements. We are under no obligation, and disclaim any obligation, to update or alter our forward-looking statements, whether as a result of new information, future events or otherwise.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

3.A. Selected Financial Data

The following table below sets forth selected consolidated financial data of Mizuho Financial Group as of and for the fiscal years ended March 31, 2020, 2021, 2022, 2023 and 2024 derived from the audited consolidated financial statements of Mizuho Financial Group prepared in accordance with U.S. GAAP.

The consolidated financial statements of Mizuho Financial Group as of and for the fiscal years ended March 31, 2020, 2021, 2022, 2023 and 2024 prepared in accordance with U.S. GAAP have been audited in accordance with the standards of the Public Company Accounting Oversight Board (United States) by Ernst & Young ShinNihon LLC, an independent registered public accounting firm.

You should read the selected consolidated financial information presented below together with the information included in “Item 5. Operating and Financial Review and Prospects” and the audited consolidated financial statements, including the notes thereto, included in this annual report. The information presented below is qualified in its entirety by reference to that information.

Selected Consolidated Financial Information

	As of and for the fiscal years ended March 31,				
	2020	2021	2022	2023	2024
	(in millions of yen, except per share data, share number information and percentages)				
Statement of income data:					
Interest and dividend income . . .	¥ 2,151,172	¥ 1,456,556	¥ 1,443,941	¥ 3,388,791	¥ 5,767,000
Interest expense	1,271,381	467,939	374,132	2,180,064	4,562,076
Net interest income	879,791	988,617	1,069,809	1,208,727	1,204,924
Provision (credit) for credit losses	156,200	112,776	214,408	93,753	47,135
Net interest income after provision (credit) for credit losses	723,591	875,841	855,401	1,114,974	1,157,788
Noninterest income	1,307,740	2,041,320	669,790	888,103	2,743,729
Noninterest expenses	1,877,841	1,888,397	1,767,679	1,933,907	2,278,406
Income (loss) before income tax expense (benefit)	153,490	1,028,764	(242,488)	69,170	1,623,112
Income tax expense (benefit) . . .	47,175	210,716	(141,017)	35,142	425,120
Net income (loss)	106,315	818,048	(101,471)	34,028	1,197,992
Less: Net income (loss) attributable to noncontrolling interests	(43,880)	236,283	3,251	48,037	285,519
Net income (loss) attributable to MHFG shareholders	¥ 150,195	¥ 581,765	¥ (104,722)	¥ (14,009)	¥ 912,473
Net income (loss) attributable to common shareholders	¥ 150,195	¥ 581,765	¥ (104,722)	¥ (14,009)	¥ 912,473
Amounts per share⁽¹⁾:					
Basic earnings per common share—net income (loss) attributable to common shareholders	¥ 59.19	¥ 229.27	¥ (41.28)	¥ (5.52)	¥ 359.70
Diluted earnings per common share—net income (loss) attributable to common shareholders	¥ 59.19	¥ 229.26	¥ (41.28)	¥ (5.52)	¥ 359.65
Number of shares used to calculate basic earnings per common share (in thousands)	2,537,368	2,537,513	2,537,051	2,536,596	2,536,775
Number of shares used to calculate diluted earnings per common share (in thousands)	2,537,526	2,537,602	2,537,051	2,536,596	2,537,100
Cash dividends per share ⁽²⁾⁽³⁾ :					
Common stock	¥ 75.00	¥ 75.00	¥ 80.00	¥ 85.00	¥ 105.00
	\$ 0.70	\$ 0.68	\$ 0.66	\$ 0.64	\$ 0.69

	As of and for the fiscal years ended March 31,				
	2020	2021	2022	2023	2024
	(in millions of yen, except per share data, share number information and percentages)				
Balance sheet data:					
Total assets	¥211,218,760	¥221,651,474	¥231,550,704	¥248,780,722	¥272,173,152
Loans, net of allowance	87,087,233	87,930,018	89,480,766	93,474,798	97,694,674
Total liabilities	202,043,136	211,963,317	222,108,473	239,055,588	261,741,965
Deposits	144,948,667	151,010,604	157,178,284	164,935,625	172,361,748
Long-term debt	10,346,152	11,706,471	12,578,216	14,893,023	16,277,331
Common stock	5,827,500	5,826,863	5,816,834	5,832,729	5,833,660
Total MHFG shareholders' equity	8,512,365	9,105,238	8,914,212	8,915,491	9,929,071
Other financial data:					
Return on equity and assets:					
Net income (loss) attributable to common shareholders as a percentage of total average assets	0.07%	0.26%	(0.04)%	(0.01)%	0.33%
Net income (loss) attributable to common shareholders as a percentage of average MHFG shareholders' equity	1.95%	7.50%	(1.30)%	(0.16)%	10.03%
Dividends per common share as a percentage of basic earnings per common share	126.71%	32.71%	(193.80)%	(1,539.86)%	29.19%
Average MHFG shareholders' equity as a percentage of total average assets	3.81%	3.43%	3.46%	3.46%	3.33%
Net interest income as a percentage of total average interest-earning assets	0.48%	0.48%	0.50%	0.54%	0.49%

Notes:

- (1) Mizuho Financial Group adopted the share consolidation of the shares of common stock on the basis of one post-consolidation share per ten pre-consolidation shares effective as of October 1, 2020. For purposes of the amounts per share, we have assumed the effective date of the share consolidation to be April 1, 2019.
- (2) Yen amounts are expressed in U.S. dollars at the rate of ¥107.53= \$1.00, ¥110.61= \$1.00, ¥121.44= \$1.00, ¥132.75= \$1.00 and ¥151.22= \$1.00 for the fiscal years ended March 31, 2020, 2021, 2022, 2023 and 2024, respectively. These rates are the noon buying rates on the respective fiscal year-end dates in New York City for cable transfers in yen as certified for customs purposes by the Federal Reserve Bank of New York.
- (3) Figures represent cash dividends per share with respect to the applicable fiscal year. Dividends with respect to a fiscal year include year-end dividends and interim dividends. Declaration and payment of dividends are conducted during the immediately following fiscal year, in the case of year-end dividends, or immediately following interim period, in the case of interim dividends.

3.B. Capitalization and Indebtedness

Not applicable.

3.C. Reasons for the Offer and Use of Proceeds

Not applicable.

3.D. Risk Factors

Investing in our securities involves a high degree of risk. You should carefully consider the risks described below as well as the other information in this annual report, including our consolidated financial statements and related notes, “Item 5. Operating and Financial Review and Prospects,” “Item 11. Quantitative and Qualitative Disclosures about Credit, Market and Other Risk” and “Selected Statistical Data.”

Our business, financial condition and operating results could be materially adversely affected by any of the factors discussed below. The trading price of our securities could decline due to any of these factors. This annual report also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including the risks faced by us described below and elsewhere in this annual report. See “Forward-Looking Statements.”

Risks Relating to Our Business

We may be adversely affected if economic or market conditions in Japan or elsewhere deteriorate.

We conduct a wide variety of business operations in Japan as well as overseas, including in the United States, Europe and Asia. The outlook for economic and market conditions remains uncertain due to factors such as inflationary trends in the United States and the impact of revision to large-scale monetary easing measures in Japan. If general economic or market conditions in Japan or other regions or countries were to deteriorate or if the financial markets become subject to turmoil, we could experience weakness in our business, as well as deterioration in the quality of our assets. As a result, our financial condition and results of operations could be materially and adversely affected.

International conflicts and geopolitical disruptions may have an adverse effect on us.

Amid the increasingly protracted situation in Ukraine, Japan, the United States and some European countries continue to impose economic sanctions on Russia. Furthermore, concerns about deteriorating US-China relations are growing as the United States and its allies begin to implement more assertive measures against China. In addition, the situation in the Middle East continues to be unstable, and there are concerns about the impact on resource prices. There is also the threat that political developments in various countries and regions will lead to increased division not only among countries, but within countries. Against the backdrop of the growing conflicts and geopolitical disruptions, our clients and suppliers may face challenges of business contraction, volatile prices and supply chain instability and be compelled to reevaluate their business strategies. Moreover, a slowdown in the global economy and a worsening geopolitical situation could lead to declines in corporate earnings and a rise in uncertainty in financial markets, which could result in an increase in our credit-related costs, a decrease in the value of our assets and a negative impact on our liquidity. The increasingly stringent regulations resulting from the geopolitical disruptions could further lead to enhanced regulatory compliance risk and the related risk of reputational damage. As a result of any of the foregoing, our business, financial condition and results of operations may be materially and adversely affected.

Amendments and other changes to the laws and regulations that are applicable to us could have an adverse effect on us.

We are subject to general laws, regulations and accounting rules applicable to our business activities in and outside of Japan. We are also subject to various laws and regulations applicable to financial institutions such as the Banking Act, including capital adequacy requirements, in and outside of Japan. If the laws and regulations that are applicable to us are amended or otherwise changed, such as in a way that restricts us from engaging in business activities that we currently conduct or that requires us to incur additional costs, including costs related to our IT systems, our business, financial condition and results of operations could be materially and adversely affected.

Our reputation could be adversely affected if our business operations are perceived as being harmful to the environment and society.

As concerns regarding environmental and social issues, such as climate change, biodiversity, erosion of natural habitats and human rights violations, have heightened in recent years, we believe that our stakeholders as well as the society at large expect that we, as a financial services provider, give increasing consideration to such issues. While we are strengthening our efforts to prevent and mitigate environmental and social risks, including establishing comprehensive policies for, among others, engaging with specific sectors that are likely to exacerbate negative impacts on the environment and society or engagement across multiple sectors, the expectations placed upon us and our clients continue to heighten day by day. Although we may from time to time establish environmental, social or governance objectives or targets, there is no assurance that we will be successful in achieving such objectives or targets or that such objectives or targets will not be changed. Our reputation may be harmed and credit-related costs could rise if our or such clients' efforts fall short of such expectations. As a result, our business, financial condition and results of operations could be materially and adversely affected.

Climate change could have an adverse effect on us.

Following the adoption of the Paris Agreement in 2015, with the determination to pursue efforts to limit the increase in average global temperatures to 1.5 degrees Celsius, measures to reduce greenhouse gas emissions that are seen as the cause of climate change have been promoted globally. At the 28th UN Climate Change Conference held in the United Arab Emirates (COP28) in 2023, the need to reduce greenhouse gas emissions by 60% by 2035 was declared, and calls were made to accelerate the phase-out of fossil fuels over the next decade and to triple the world's renewable energy capacity by 2030. Governments and others have been accelerating their measures to counter climate change, and addressing climate change risks, among various environmental and social issues, has become increasingly important.

We believe climate change is a threat to our environment, society, daily lives and the activities of companies, and view it as one of the most important global issues which may affect the stability of financial markets. Climate change risks include transition risks caused by changes in the business environment associated with the transition to a decarbonized society, and physical risks due to changes in temperature and damage caused by natural disasters. Typical examples of transition risks include credit-related cost increases through deterioration of the business performance of clients due to tighter government policies, including carbon taxes and fuel efficiency regulations, and delays in transitioning to decarbonized technologies. Typical examples of physical risks include acute risks associated with wind, flood, wildfire and other natural disasters, and chronic risks associated with labor force reductions due to rising temperatures, which could have an impact on our assets and an impact on credit-related costs associated with the deteriorating business performance of clients due to business stagnation.

We regularly review our strategy and risk management structure in order to manage the aforementioned risks, while paying attention to global trends. However, if our initiatives do not have their anticipated effects and climate change risks, whether or not contemplated above, materialize, our business operations, results and financial conditions could be materially and adversely affected.

Intensification of competition in the market for financial services could have an adverse effect on us.

We are subject to intense competition both domestically and internationally with large financial institutions, non-bank financial institutions and others. In addition, as a result of development of various technologies and the emergence of new service provision methods, an increasing number of companies have been crossing industry lines and entering the field of finance, and it is possible that the competitive environment surrounding us may further intensify. Moreover, due to the reforms to financial regulations made to date, it may become difficult to differentiate strategies between us and our competitors, resulting in the intensification of competition in specific businesses.

If we are unable to respond effectively to current or future competition, our business, financial condition and results of operations could be adversely affected. In addition, intensifying competition and other factors could lead to reorganization within the financial services industry, and this could have an adverse effect on our competitive position or otherwise adversely affect the price of our securities.

Our business could be significantly disrupted due to natural disasters, terrorism, outbreaks of infectious diseases, accidents or other causes.

Our headquarters, branch offices, information technology centers, computer network connections and other facilities are subject to the risk of damage from natural disasters such as earthquakes and typhoons as well as from acts of terrorism and other criminal acts. In addition, our business could be materially disrupted as a result of an outbreak of infectious disease. Our business, financial condition and results of operations could be adversely affected if our recovery efforts, including our implementation of contingency plans that we have developed such as establishing back-up offices, are not effective in preventing significant disruptions to our business operations caused by such natural disasters, terrorism, other criminal acts and outbreaks of infectious diseases. For example, massive natural disasters such as the March 2011 Great East Japan Earthquake, or outbreaks of infectious diseases such as the Coronavirus Disease 2019 (COVID-19) Pandemic may have various adverse effects, including a deterioration in economic conditions, declines in the business performance of many of our corporate customers and declines in stock prices. As a result, our financial condition and results of operations could be materially and adversely affected due to an increase in the amount of problem loans and credit-related costs as well as an increase in unrealized losses on, or losses from sales of, equity securities and financial products.

We may be required to increase allowance for credit losses on loans and/or incur significant credit-related and other costs in the future due to problem loans.

We are the primary bank lender for a large number of our corporate customers, and the amount of our loans and other claims to each of our major customers is significant. In addition, while we have made efforts to diversify our credit exposure along industry lines, the proportion of credit exposure to customers in the real estate and manufacturing industries as well as banks and other financial institutions is relatively high. We manage our credit portfolio by regularly monitoring the credit profile of each of our customers, the progress made on restructuring plans and credit exposure concentrations in particular industries or corporate groups that are expected to be affected when risk events occur, and we also utilize credit derivatives for hedging and credit risk mitigation purposes. We also periodically assess the value of the relevant collateral or guarantee. However, depending on the status of domestic and global credit cycles, the business environment in particular industries, prices of real estate assets and other factors, the amount of our problem loans and other claims could increase significantly, including as a result of the deterioration in the credit profile of customers for which we are the primary bank lender, other major customers or customers belonging to industries to which we have significant credit exposure, and the value of collateral and guarantees could decline. There can be no assurance that credit-related and other costs will not increase in the future as a result of the foregoing or otherwise.

Our equity investment portfolio exposes us to market risks that could adversely affect our financial condition and results of operations.

We hold substantial investments in marketable equity securities, mainly common stock of Japanese listed companies. We have established the “Policy Regarding Cross-holding of Shares of Other Listed Companies” and, in light of the potential material adverse impact on our financial position associated with stock market volatility risk, we have decided to hold the shares of other companies as cross-shareholdings only when these holdings are meaningful, and we have accordingly sold a portion of such investments. In addition, in order to lower the risk of stock market volatility, we have been applying partial hedges as we deem necessary. However, significant declines in Japanese stock prices in the future would lead to unrealized losses, losses on impairment and losses from sales of equity securities. In addition, net unrealized gains and losses on such investments, based

on Japanese GAAP, are taken into account when calculating the amount of capital for purposes of the calculation of our capital adequacy ratios, and as a result, a decline in the value of such investments would negatively affect such ratios. Accordingly, our financial condition and results of operations could be materially and adversely affected.

Changes in interest rates could adversely affect our financial condition and results of operations.

We hold a significant amount of bonds, consisting mostly of Japanese government bonds, as well as U.S. Treasury bonds and other instruments primarily for the purpose of investment and in our trading account. For example, following the U.S. interest rate rises since early 2022, we recorded significant trading account losses for the fiscal years ended March 31, 2022 and 2023 with respect to our holding of foreign bonds. As a result of such holdings, an increase in interest rates, primarily yen interest rates and U.S. dollar interest rates, could lead to unrealized losses of bonds or losses from sales of bonds. In addition, due mainly to differences in maturities between financial assets and liabilities, changes in interest rates could have an adverse effect on our average interest rate spread. We manage interest rate risk under our risk management policies, which provide for adjustments in the composition of our bond portfolio and the utilization of derivatives and other hedging methods to reduce our exposure to interest rate risk. However, in the event of significant changes in interest rates, including as a result of a change in Japanese or U.S. monetary policy, increased sovereign risk due to deterioration of public finances and market trends, our financial condition and results of operations could be materially and adversely affected.

Our financial condition and results of operations could be adversely affected by foreign exchange rate fluctuations.

A portion of our assets and liabilities is denominated in foreign currencies, mainly the U.S. dollar. The difference between the amount of assets and liabilities denominated in foreign currencies leads to foreign currency translation gains and losses in the event of fluctuations in foreign exchange rates. Although we hedge a portion of our exposure to foreign exchange rate fluctuation risk, our financial condition and results of operations could be materially and adversely affected if future foreign exchange rate fluctuations significantly exceed our expectations.

We may incur further losses relating to decreases in the market liquidity of assets that we hold.

The market liquidity of the various marketable assets that we hold may decrease significantly due to turmoil in financial markets and other factors, and the value of such assets could decline as a result. If factors such as turmoil in global financial markets or the deterioration of economic or financial conditions cause the market liquidity of our assets to decrease significantly, our financial condition and results of operations could be materially and adversely affected.

Financial transactions entered into for hedging and other similar purposes could adversely affect our financial condition and results of operations.

The accounting and valuation methods applied to credit and equity derivatives and other financial transactions that we enter into for hedging and credit risk mitigation purposes are not always consistent with the accounting and valuation methods applied to the assets that are being hedged. Consequently, in some cases, due to changes in the market or otherwise, losses related to such financial transactions during a given period may adversely affect net income, while the corresponding increases in the value of the hedged assets do not have an effect on net income for such period. As a result, our financial condition and results of operations could be materially and adversely affected during the period.

Our business will be adversely affected if we encounter difficulties in raising funds.

We rely principally on deposits and bonds as our funding sources. In addition, we also raise funds in the financial markets. In particular, our foreign currency funding structure relies more on capital markets compared

to our yen-based funding. Our efforts to maintain stable funding, such as analyzing the impact of tight cash flows under liquidity stress conditions and monitoring our liquidity position to apply appropriate funding policies, may not be sufficient to prevent significant increases in our funding costs or, in the case mainly of foreign currencies, cash flow problems if we encounter difficulties in attracting deposits or otherwise raising funds. Such difficulties could result, among other things, from any of the following:

- a reduction in the size and liquidity of the debt markets due for example to the decline in the domestic and global economy, concerns regarding the financial system or turmoil in financial markets and other factors;
- adverse developments with respect to our financial condition and results of operations; or
- downgrading of our credit ratings or damage to our reputation.

As a result, our business, financial condition and results of operations could be materially and adversely affected.

Downgrades in our credit ratings could have negative effects on our funding costs and business operations.

Credit ratings are assigned to Mizuho Financial Group, our banking subsidiaries and a number of our other subsidiaries by major domestic and international credit rating agencies. The credit ratings are based on information furnished by us or obtained by the credit rating agencies from independent sources and are also influenced by credit ratings of Japanese government bonds and general views regarding the Japanese financial system as a whole. The credit ratings are subject to revision, suspension or withdrawal by the credit rating agencies at any time. A downgrade in our credit ratings could result in, among other things, the following:

- increased funding costs and other difficulties in raising funds;
- the need to provide additional collateral in connection with financial market transactions; and
- the termination or cancellation of existing agreements.

As a result, our business, financial condition and results of operations could be materially and adversely affected.

For example, assuming a downgrade occurred on March 31, 2024, the additional collateral requirement in connection with our derivative contracts if other conditions remain unchanged, would have been approximately ¥11.8 billion for a one-notch downgrade and approximately ¥29.2 billion for a two-notch downgrade.

Failure to maintain capital adequacy ratios and other regulatory standards above minimum required levels could have material adverse effects.

Capital adequacy regulations

We are subject to capital adequacy regulations as prescribed by the Financial Services Agency (including regulations pertaining to additional capital buffers for “global systemically important banks” (G-SIBs) as a result of our designation as a G-SIB) based on the Basel III rules text issued by the Basel Committee on Banking Supervision (which provides a detailed description of international standards for bank capital and liquidity), both on a consolidated basis and with respect to each of our principal banking subsidiaries. The revised capital adequacy regulations based on the finalized Basel III reforms published by the Basel Committee on Banking Supervision have been applicable to us with transitional arrangements from the end of March 2024. See “Item 5. Operating and Financial Review and Prospects—Capital Adequacy” and “Item 4.B. Business Overview—Supervision and Regulation—Japan—Capital Adequacy.”

If the capital adequacy ratios of us or our principal banking subsidiaries fall below specified levels, the Financial Services Agency could require us to take corrective actions, including, depending on the level of

deficiency, the submission of a plan to limit the outflow of capital or an improvement plan that would strengthen the capital base, a reduction (or slowing of increase) of total assets, a reduction in the size of some business operations, a disposition of subsidiary shares and a suspension of all or a portion of business operations. In addition, some of our banking subsidiaries are subject to capital adequacy regulations in foreign jurisdictions such as the United States, and in the event of a breach of these regulations, they could be subject to various restrictions and orders from local authorities. Such events could adversely affect our business, financial condition and results of operations.

Leverage ratio regulations

We are subject to leverage ratio regulations as prescribed by the Financial Services Agency based on the Basel III rules text issued by the Basel Committee on Banking Supervision, both on a consolidated basis and with respect to each of our principal banking subsidiaries. The regulations pertaining to leverage ratio buffers for G-SIBs based on the finalized Basel III reforms published by the Basel Committee on Banking Supervision have been implemented from the end of March 2023. In addition, the amendments to the leverage ratio calculation method based on such finalized reforms have been implemented from the end of March 2024. See “Item 5. Operating and Financial Review and Prospects—Capital Adequacy” and “Item 4.B. Business Overview—Supervision and Regulation—Japan—Leverage Ratio.”

If the leverage ratio of us or our principal banking subsidiaries falls below a certain ratio, the Financial Services Agency could require us to take corrective actions, including, depending on the level of deficiency, the submission of a plan to limit the outflow of capital or an improvement plan that would strengthen the capital base, a reduction (or slowing of increase) of total assets, a reduction in the size of some business operations, a disposition of subsidiary shares and a suspension of all or a portion of business operations. In addition, some of our banking subsidiaries are subject to leverage ratio regulations in foreign jurisdictions and regions where they operate such as the United States, and in the event of a violation of these regulations, they could be subject to various restrictions and orders from local authorities. Such events could adversely affect our business, financial condition and results of operations.

Total Loss Absorbing Capacity (TLAC) regulations

As we have been designated as a G-SIB, we and our material subsidiaries are subject to total loss absorbing capacity (TLAC) regulations as prescribed by the Financial Services Agency based on “Principles on Loss-absorbing and Recapitalisation Capacity of G-SIBs in Resolution” issued by the Financial Stability Board. See “Item 5. Operating and Financial Review and Prospects—Capital Adequacy” and “Item 4.B. Business Overview—Supervision and Regulation—Japan—Total Loss Absorbing Capacity.”

If our external TLAC ratio or the internal TLAC amounts of our material subsidiaries fall below a certain threshold, the Financial Services Agency could require the submission of a plan to improve such external TLAC ratio or internal TLAC amounts or may issue a business improvement order which could include various restrictions on, or suspension of portions of, our business. Such events could adversely affect our business, financial condition and results of operations.

Capital procurement

The capital raising that we conduct in light of our regulatory capital requirements, including those conducted in response to TLAC requirements but excluding Common Equity Tier 1 capital requirements, consists primarily of the issuance of debt instruments. In the event of a deterioration in our financial condition or results of operations, a downgrade in our credit rating, or the spread of negative rumors or other reputational damage, an economic downturn in Japan or overseas, financial system instability or financial market turmoil, we may become unable to raise capital at commercially reasonable costs, or at all, which may prevent us from maintaining or improving our capital adequacy ratios in accordance with our plans. Such events could adversely affect our business, financial condition and results of operations.

We may be subject to risks related to dividend distributions.

As a holding company, we rely on dividend payments from our banking and other subsidiaries for almost all of our income. As a result of restrictions, such as those on distributable amounts under Japan's Companies Act, or otherwise, our banking and other subsidiaries may decide not to pay dividends to us. In addition, we may experience difficulty in making, or become unable to make, dividend payments to our shareholders and dividend or interest payments on capital securities issued by our group due to the deterioration of our results of operations and financial condition and/or the restrictions under the Companies Act or due to the strengthening of bank capital regulations. For more information on restrictions to dividend payments under the Companies Act and bank capital regulations, see "Item 10.B. Additional Information—Memorandum and Articles of Association" and "Item 4.B. Business Overview—Supervision and Regulation—Japan."

Our pension-related costs could increase as a result of revised assumptions or changes in our pension plans.

Our pension-related costs and projected benefit obligations are calculated based on assumptions regarding projected returns on pension plan assets and various actuarial assumptions relating to the plans. If actual results differ from our assumptions or we revise our assumptions in the future, due to changes in the stock markets, interest rate environment or otherwise, our pension-related costs and projected benefit obligations could increase. In addition, any future changes to our pension plans could also lead to increases in our pension-related costs and projected benefit obligations. As a result, our financial condition and results of operations could be materially and adversely affected.

A decrease in deferred tax assets, net of valuation allowance, due to a change in our estimation of future taxable income or change in Japanese tax policy could adversely affect our financial condition and results of operations.

We record deferred tax assets, net of valuation allowance, based on a reasonable estimation of future taxable income in accordance with applicable accounting standards. Our financial condition and results of operations could be materially and adversely affected if our deferred tax assets decrease due to a change in our estimation of future taxable income, a change in tax rate as a result of tax system revisions or other factors. Because we consider the sale of available-for-sale securities and equity securities to be a qualifying tax-planning strategy, turmoil in financial markets such as significant declines in stock prices could lead to a decrease in our estimated future taxable income.

Impairment of the carrying value of our long-lived assets could materially and adversely affect our financial condition and results of operations.

We periodically review our long-lived assets that are held for use for events or changes in circumstances that indicate possible impairment. Our impairment review is based on an undiscounted cash flow analysis of a group of assets, combined with associated liabilities, at the lowest level for which identifiable cash flows exist. Impairment occurs when the carrying value of the asset group exceeds the future undiscounted cash flows that the asset group is expected to generate. When impairment is identified, the future cash flows are then discounted to determine the estimated fair value of the asset group and an impairment charge is recorded for the difference between the carrying value and the estimated fair value of the asset group. We cannot accurately predict the amount and timing of any impairment of long-lived assets. Should these assets not generate sufficient cash flows to justify their carrying value and we recognize impairment losses thereon, there could be a material adverse effect on our financial condition and results of operations.

Problems relating to our information technology (IT) systems could significantly disrupt our business operations.

We depend significantly on information technology systems with respect to almost all aspects of our business operations. Our information technology systems network, including those relating to bank accounting

and cash settlement systems, interconnects our branches and other offices, our customers and various clearing and settlement systems located worldwide. In recent years, in addition to systems that we developed through the utilization of outsourcing, there has been an increase in the use of cloud and other services provided by third parties. We endeavor to sustain stable daily operations and develop contingency plans for unexpected events, including the implementation of backup and redundancy measures. We also strive to take proper measures, such as communicating our required management standards to third-party outsourcing partners and cloud service providers, confirming in advance and on a regular basis the management system and response status of such third parties.

However, we may not be able to prevent significant disruptions to our information technology systems caused by, among other things, human error, accidents and development and renewal of computer systems. In the event of any future disruptions in our IT systems or those of third-parties used by us, our business, financial condition and results of operations could be materially and adversely affected due to information leaks, malfunctions or disruptions in our business operations, liability to customers and others, regulatory actions or harm to our reputation.

In February and March 2021, there were several system failure incidents at Mizuho Bank (also at Mizuho Trust & Banking Co., Ltd. for the incidents on August 20, 2021) that resulted in aborted customer transactions across our network in Japan, including ATM and internet banking transactions and foreign exchange remittances. On September 22, 2021 and November 26, 2021, we and Mizuho Bank received business improvement orders from the Financial Services Agency. In response to the business improvement orders received on November 26, 2021, we and Mizuho Bank submitted a business improvement plan to the Financial Services Agency on January 17, 2022. We and Mizuho Bank reported the status of implementation of the business improvement plan every three months, starting from March 31, 2022. The most recent reports were submitted by us and Mizuho Bank to the Financial Services Agency on January 15, 2024. With the submission of these reports, regular reporting to the Financial Services Agency has concluded.

Problems relating to cyber-attacks could significantly impair our ability to protect our customer’s private information and disrupt our business operations.

Our business depends on the secure processing, storage and transmission of confidential and other information within our global IT systems. There have been a number of highly publicized cases involving financial services companies, consumer-based companies, governmental agencies and other organizations reporting the unauthorized access of client, customer or other confidential information in recent years, as well as cyber-attacks involving the dissemination, theft and destruction of corporate information or other assets, using ransomware or other malicious code, as a result of failure by employees or contractors to follow procedures or as a result of actions by third parties, including actions by foreign governments. In addition, the risk of cyber-attacks from foreign government or state-sponsored actors may increase due to international conflicts and geopolitical tension.

As we and our outside contractors and cloud service providers continue to be the target of unauthorized access attacks, mishandling or misuse of information, computer viruses or malware, cyber-attacks designed to obtain confidential information, destroy data, disrupt or degrade service, sabotage systems or cause other damage, denial of service attacks, data breaches and other events, there can be no assurance that we will not suffer any losses or other consequences in the future as a result of significant incidents due to these cyber-attacks. Although our Cyber Incident Response Team (CIRT) has led the implementation of, and continuously endeavors to upgrade, our protective measures using advanced technologies, our IT systems, software and computer networks may be vulnerable to unauthorized access, misuse, computer viruses, ransomware or other malicious code and other events that could have a security impact. Due to the complexity and interconnectedness of our global IT systems, these protective measures may be ineffective, and the process of enhancing our protective measures can itself create a risk of system disruption and security issues, and there can be no assurance that our current or future countermeasures will be sufficient to prevent or mitigate the impact of such incidents.

A cyber-attack, information or security breach or a technology failure that involves us or our outside contractors or cloud service providers could jeopardize our or our customers', employees', partners', vendors' or counterparties' personal, confidential, proprietary or other information processed and stored in, and transmitted through, our, our outside contractors', or our cloud service providers' IT systems. Furthermore, such events could cause interruptions or malfunctions in our, our customers', employees', partners', vendors', counterparties' or outside contractor's operations, as well as the unauthorized release, gathering, monitoring, misuse, loss or destruction of confidential, proprietary and other information of ours, our employees, our customers or of other third parties. Any of these events could result in reputational damage with our customers and the market, customer dissatisfaction or financial losses, any of which could adversely affect our financial condition and results of operations.

For further information on our risk management and strategy, as well as governance regarding cybersecurity, see "Item 16.K. Cybersecurity".

Employee errors and misconduct could subject us to losses and reputational harm.

Because we process a large number of transactions in a broad range of businesses, we are subject to the risk of various operational errors and misconduct, including those caused by employees. Our measures to reduce employee errors, including establishment of operational procedures, regular reviews regarding compliance with these procedures, employee training and automation of our operations, may not be effective in preventing all employee errors and misconduct. Significant operational errors and misconduct could result in losses, regulatory actions or harm to our reputation. As a result, our business, financial condition and results of operations could be materially and adversely affected.

Our business would be harmed if we are unable to attract and retain skilled employees.

Many of our employees possess skills and expertise that are important to maintain our competitiveness and to operate our business efficiently. We may not be successful in attracting and retaining sufficient skilled employees through our hiring efforts and training programs aimed to maintain and enhance the skills and expertise of our employees, in which event our competitiveness and efficiency could be significantly impaired. As a result, our business, financial condition and results of operations could be materially and adversely affected.

We are subject to risk of litigation and other legal proceedings.

As a financial institution engaging in banking and other financial businesses in and outside of Japan, we are subject to the risk of litigation for damages and other legal proceedings in the ordinary course of our business. Adverse developments related to legal proceedings could have a material adverse effect on our business, financial condition and results of operations.

Our reputation could be harmed and we may be subject to liabilities and regulatory actions if we are unable to protect personal and other confidential information, including as a result of cyber-attacks.

We handle various confidential or non-public information, including those of our individual and corporate customers, in the ordinary course of our business. The information management policies we maintain and enforce to prevent information leaks and improper access to such information, including those that we require of our outside contractors and those designed to meet the strict requirements of the Personal Information Protection Act of Japan, may not be effective in preventing all such problems. Leakage of important information in the future, including as a result of cyber-attacks, could result in liabilities and regulatory actions and may also lead to significant harm to our reputation. In addition, recent or future regulatory changes, such as the Japan Amended Personal Information Protection Act, the EU General Data Protection Regulation and the UK Competition and Markets Authority's Open Banking standard, increase the risks relating to our ability to comply with rules that impact our ability to protect information. Non-compliance with such regulations could result in regulatory proceedings, litigation, enforcement or the imposition of fines or penalties. As a result, our business, financial condition and results of operations could be materially and adversely affected.

Inadequacies in anti-money laundering and counter-terrorism financing measures could subject us to regulatory actions and harm our reputation.

As financial crimes become more diverse and sophisticated, and incidents of terrorism continue to occur around the world, the importance of anti-money laundering measures and the need to counter the financing of terrorism is rapidly increasing and is a key priority for financial authorities worldwide, including Japan. We have developed a system to comply with applicable laws and regulations in Japan and overseas, and we are continuously implementing measures to further strengthen measures against money laundering. However, there can be no assurance that such measures will be effective in preventing all violations, and failure to comply with regulations and requirements can result in enforcement and/or regulatory proceedings. If we fail to meet the regulatory requirements to which we are subject, or to maintain risk and control procedures and processes that meet the heightened standards established by our regulators and other government agencies, we could be required to enter into settlements, comply with orders, pay additional fines, penalties or judgments, or accept material regulatory restrictions on our businesses. As a result, our business, financial condition and results of operations may be materially and adversely affected.

Transactions with state sponsors of terrorism may lead some potential customers and investors to avoid doing business with us or investing in our securities or have other adverse effects.

U.S. law generally prohibits U.S. persons from doing business with countries designated by the U.S. Department of State as state sponsors of terrorism (the “Designated Countries”), which currently includes Iran, Syria, North Korea and Cuba, and we maintain policies and procedures to comply with applicable U.S. laws. Our non-U.S. offices engage in transactions relating to the Designated Countries on a limited basis and in compliance with applicable laws and regulations, including trade financing with respect to our customers’ export or import transactions and maintenance of correspondent banking accounts. In addition, we maintain a representative office in Iran. We do not believe our operations relating to the Designated Countries are material to our business, financial condition or results of operations. We maintain policies and procedures to ensure compliance with applicable Japanese and U.S. laws and regulations.

The laws and regulations applicable to dealings involving the Designated Countries are subject to further strengthening or changes. If the U.S. government considers that our compliance measures are inadequate, we may be subject to regulatory action which could materially and adversely affect our business. In addition, we may become unable to retain or acquire customers or investors in our securities, or our reputation may suffer, potentially having adverse effects on our business or the price of our securities.

Violations of laws and regulations related to financial market activities could subject us to adverse consequences such as regulatory actions and reputational harm.

In conducting our market operations in Japan and overseas, we are subject to the application of the laws and regulations of Japan and other countries and stock exchange rules, as well as being under the supervision of various financial authorities.

While we maintain compliance measures and endeavor to manage compliance risks, there can be no assurance that such measures will be effective in preventing all violations. Misconduct by employees, including improper or illegal conduct, can cause significant reputational harm as well as litigation and regulatory action. As a result, our business, financial condition and results of operations could be materially and adversely affected due to such regulatory actions and reputational damage.

Violations of applicable laws and regulations and misconduct by our officers or employees could result in penalties and other regulatory actions as well as harm to our reputation.

Our business and employees in Japan are subject to various laws and regulations, including those applicable to financial institutions as well as general laws applicable to our business activities, and we are under the

regulatory oversight of the Financial Services Agency. Our businesses outside of Japan are also subject to the laws and regulations of the jurisdictions in which they operate and are subject to oversight by the regulatory authorities of those jurisdictions. In addition to our compliance with applicable laws and regulations, our officers and employees are expected to meet the expectations of our customers and society regarding compliance with relevant social rules and norms, and the standards relating to such expectations are likely to become higher and the rules and norms are subject to change over time.

Our compliance and legal risk management structures are designed to prevent violations of such laws and regulations and cultivate a risk-sensitive culture among our officers and employees, but they may not be effective in preventing all violations and non-compliance.

Violations of laws and regulations and our officers' or employees' misconduct could result in regulatory action and harm our reputation, and our business, financial condition and results of operations could be materially and adversely affected.

Our medium-term business plan and other strategic initiatives and measures may not result in the anticipated outcome.

We have been implementing strategic initiatives and measures in various areas. In May 2023, we announced our medium-term business plan for the three fiscal years ending March 31, 2026. However, we may not be successful in implementing such initiatives and measures, or even if we are successful in implementing them, the implementation of such initiatives and measures may not have their anticipated effects. In addition, we may not be able to meet the key targets announced due to these or other factors, including, but not limited to, differences in the actual economic environment compared to our assumptions, as well as the risks enumerated in these "Risk Factors."

For further information of our medium-term business plan, see "Item 4. Business Overview—General and structural reforms."

We will be exposed to new or increased risks as we expand the range of our products and services.

We offer a broad range of financial services, including banking, trust banking, securities and other services. As the needs of our customers become more sophisticated and broader in scope, and as the Japanese financial industry continues to be deregulated, we have been entering into various new areas of business, including through various business and equity alliances, which expose us to new risks. While we have developed and intend to maintain risk management policies that we believe are appropriate to address such risks, if a risk materializes in a manner or to a degree outside of our expectations, our business, financial condition and results of operations could be materially and adversely affected.

Negative rumors about us could have an adverse effect on us.

Our business depends on maintaining the trust of our customers, employees and other stakeholders in the economy and society. In the event that the services provided and activities conducted by us and our officers and employees are assessed as deviating significantly from the expectations and requests of our stakeholders, tangible and intangible losses, and a negative impact on our brand and reputation may result. We endeavor to prevent such reputational risks from materializing by capturing them at an early stage and responding appropriately. However, in the event that such initiatives are inadequate and the results thereof fail to meet the expectations and requests of our stakeholders, our business, financial condition, results of operations and the price of our securities could be materially and adversely affected.

We are subject to the risk of decisions being made based on model error or improper use of models.

Our opportunities to use models are expanding and the importance and impact of such models is increasing with the broadening and complexity of business operations and technological innovations such as artificial

intelligence. As a result, in our business operations that utilize models, tangible and intangible losses may result due to decisions based on model error or improper use of such models.

We are pursuing comprehensive and effective group-wide model risk management initiatives. However, in the event of decisions based on model error or improper use of such models due to changes in the internal or external environment, our business, financial condition and results of operations could be materially and adversely affected.

Our failure to establish, maintain and apply adequate internal controls over financial reporting could negatively impact investor confidence in the reliability of our financial statements.

As a New York Stock Exchange-listed company and an SEC registrant, we have developed disclosure controls and procedures and internal control over financial reporting pursuant to the requirements of the Sarbanes-Oxley Act of 2002 and rules and regulations of the SEC promulgated pursuant thereto. Our management reports on, and our independent registered public accounting firm attests to, the effectiveness of our internal controls over financial reporting, as required, in our annual report on Form 20-F. In addition, our management is required to report on our internal control over financial reporting in accordance with the Financial Instruments and Exchange Act of Japan. To the extent any issues are identified through the foregoing processes, there can be no assurance that we will be able to address them in a timely manner or at all. Furthermore, even if our management concludes that our internal control over financial reporting is effective, our independent registered public accounting firm may still be unable to issue a report that concludes that our internal control over financial reporting is effective. In either case, we may lose investor confidence in the reliability of our financial statements.

Our risk management policies and procedures may not adequately address unidentified or unanticipated risks.

We devote significant resources to maintain and strengthen our risk management policies and procedures. Despite this, and particularly in light of the rapid evolution of our operations, our policies and procedures designed to identify, monitor and manage risks may not be fully effective. Some of our methods of managing risks are based upon our use of observed historical market behavior. As a result, these methods may not accurately predict future risk exposures, which could be significantly greater than the historical measures indicate. If our risk management policies and procedures do not function effectively, our financial condition and results of operations could be materially and adversely affected.

Risks Related to Owning Our Shares

Rights of shareholders under Japanese law may be more limited than under the law of other jurisdictions.

Our articles of incorporation, our regulations of the board of directors and Japan's Companies Act govern our corporate affairs. Legal principles relating to such matters as the validity of corporate procedures, directors' and officers' fiduciary duties and shareholders' rights may be different from or less clearly defined than those that would apply if we were incorporated in another jurisdiction. For example, under the Companies Act, only holders of 3% or more of the total voting rights or total outstanding shares are entitled to examine our accounting books and records. Shareholders' rights under Japanese law may not be as extensive as shareholders' rights under the law of jurisdictions within the United States or other countries. For more information on the rights of shareholders under Japanese law, see "Item 10.B. Additional Information—Memorandum and Articles of Association."

It may not be possible for investors to effect service of process within the United States upon us or our directors, executive officers or senior management, or to enforce against us or those persons judgments obtained in U.S. courts predicated upon the civil liability provisions of the federal securities laws of the United States.

We are a joint stock corporation incorporated under the laws of Japan. Almost all of our directors, executive officers and senior management reside outside the United States. Many of our and these persons' assets are located in Japan and elsewhere outside the United States. It may not be possible, therefore, for U.S. investors to effect service of process within the United States upon us or these persons or to enforce, against us or these persons, judgments obtained in the U.S. courts predicated upon the civil liability provisions of the federal securities laws of the United States. We believe that there is doubt as to the enforceability in Japan, in original actions or in actions to enforce judgments of U.S. courts, of claims predicated solely upon the federal securities laws of the United States.

Risks Related to Owning Our ADSs

As a holder of ADSs, you have fewer rights than a shareholder and you must act through the depositary to exercise these rights.

The rights of our shareholders under Japanese law to take actions such as voting their shares, receiving dividends and distributions, bringing derivative actions, examining our accounting books and records and exercising appraisal rights are available only to shareholders of record. Because the depositary, through its custodian, is the record holder of the shares underlying the ADSs, a holder of ADSs may not be entitled to the same rights as a shareholder. In your capacity as an ADS holder, you are not able to bring a derivative action, examine our accounting books and records or exercise appraisal rights, except through the depositary.

Foreign exchange rate fluctuations may affect the U.S. dollar value of our ADSs and dividends payable to holders of our ADSs.

Market prices for our ADSs may fall if the value of the yen declines against the U.S. dollar. In addition, the U.S. dollar amount of cash dividends and other cash payments made to holders of our ADSs would be reduced if the value of the yen declines against the U.S. dollar.

ITEM 4. INFORMATION ON THE COMPANY

4.A. History and Development of the Company

The Mizuho Group

The Mizuho group was created on September 29, 2000 through the establishment of Mizuho Holdings, Inc. as a holding company of our three predecessor banks, The Dai-Ichi Kangyo Bank, The Fuji Bank and The Industrial Bank of Japan. On October 1, 2000, the respective securities subsidiaries of the predecessor banks merged to form Mizuho Securities Co., Ltd., and the respective trust bank subsidiaries merged on the same date to form Mizuho Trust & Banking.

A further major step in the Mizuho group's development occurred in April 2002 when the operations of our three predecessor banks were realigned through a corporate split and merger process under Japanese law into a wholesale banking subsidiary, the former Mizuho Corporate Bank, and a banking subsidiary serving primarily retail and small and medium-sized enterprise customers, the former Mizuho Bank. As an additional step for realigning the group structure, Mizuho Financial Group was established on January 8, 2003 as a corporation organized under the laws of Japan, and on March 12, 2003, it became the holding company for the Mizuho group through a stock-for-stock exchange with Mizuho Holdings, which became an intermediate holding company focused on management of the Mizuho group's banking and securities businesses. The legal and commercial name of the company is Mizuho Financial Group, Inc.

In May 2003, we initiated a project to promote early corporate revitalization of customers in need of revitalization or restructuring and to separate the oversight of restructuring borrowers from the normal credit origination function. In July 2003, our three principal banking subsidiaries, the former Mizuho Corporate Bank, the former Mizuho Bank and Mizuho Trust & Banking each transferred loans, equity securities and other claims outstanding relating to approximately 950 companies to new subsidiaries that they formed. In October 2005, based on the significant reduction in the balance of nonaccrual loans held by these new subsidiaries, which we call the "revitalization subsidiaries," we deemed the corporate revitalization project to be complete, and each of the revitalization subsidiaries was merged into its respective banking subsidiary parent.

In the fiscal year ended March 31, 2006, we realigned our entire business operations into a Global Corporate Group, Global Retail Group and Global Asset and Wealth Management Group. In October 2005, in connection with this realignment, we established Mizuho Private Wealth Management Co., Ltd., a private banking subsidiary, and converted Mizuho Holdings on October 1, 2005 from an intermediate holding company into Mizuho Financial Strategy Co., Ltd., an advisory company that provides advisory services to financial institutions.

In May 2009, Mizuho Securities and Shinko Securities Co., Ltd. conducted their merger, with the aim of improving our service-providing capabilities to our clients and to offer competitive cutting-edge financial services on a global basis.

In September 2011, Mizuho Trust & Banking became a wholly-owned subsidiary of Mizuho Financial Group, Mizuho Securities became an unlisted subsidiary of the former Mizuho Corporate Bank, and Mizuho Investors Securities became a wholly-owned subsidiary of the former Mizuho Bank, through their respective stock-for-stock exchanges. The purpose of these stock-for-stock exchanges was to further enhance the "group collective capabilities" by integrating group-wide business operations and optimizing management resources such as workforce and branch network.

In January 2013, Mizuho Securities and Mizuho Investors Securities merged in order to provide integrated securities services as the full-line securities company of the Mizuho group. Mizuho Securities aims to further strengthen collaboration among banking, trust banking and securities businesses of the group, expand the company's customer base to enhance the domestic retail business, and rationalize and streamline management infrastructure.

In April 2013, we turned Mizuho Securities, a consolidated subsidiary of Mizuho Financial Group, into a directly-held subsidiary of Mizuho Financial Group, whereby we moved to a new group capital structure, placing banking, trust banking, securities and other major group companies under the direct control of the holding company.

In July 2013, the former Mizuho Bank and the former Mizuho Corporate Bank merged, and the former Mizuho Corporate Bank, the surviving entity, changed its trade name to Mizuho Bank, Ltd. The purpose of the merger was to become able to provide directly and promptly diverse and functional financial services to both the former Mizuho Bank and the former Mizuho Corporate Bank customers, utilizing the current “strengths” and “advantages” of the former Mizuho Bank and the former Mizuho Corporate Bank, and to continue to improve customer services by further enhancing group collaboration among the banking, trust banking and securities functions and, at the same time, to realize further enhancement of the consolidation of group-wide business operations and optimization of management resources, such as workforce and branch network, by strengthening group governance and improving group management efficiency.

In July 2016, with consideration of the rule of the Board of Governors of the Federal Reserve System (the “Federal Reserve Board”) regarding the operations of foreign banking organizations with U.S. operations, we established a bank holding company, Mizuho Americas LLC, which holds our primary U.S.-based banking, securities and institutional custody services (trust banking) entities together under it, with the aim to proactively strengthen corporate governance and expand our profit base through the consistent implementation of our collaborative corporate and investment banking, securities and institutional custody services strategy in the United States in line with the global operation of our new in-house company system.

In December 2017, two subsidiaries of Mizuho Americas LLC, the former Mizuho Bank (USA) and the Mizuho Trust & Banking Co. (USA), merged. The merged entity, Mizuho Bank (USA), provides both banking services and trust services.

In October 2016, with a view to strengthening our respective asset management businesses, we and The Dai-ichi Life Insurance Company, Limited integrated the asset management functions of both groups, namely, DIAM Co., Ltd., the asset management function of Mizuho Trust & Banking, Mizuho Asset Management Co., Ltd. and Shinko Asset Management Co., Ltd., and formed a new company named Asset Management One Co., Ltd., a consolidated subsidiary of Mizuho Financial Group.

In March 2017, we, Sumitomo Mitsui Trust Holdings, Inc., Resona Bank, Limited and The Dai-ichi Life Insurance Company, Limited executed a memorandum of understanding to commence detailed analysis and negotiations in preparation for the management integration of Japan Trustee Services Bank, Ltd. (“JTSB”) and Trust & Custody Services Bank, Ltd. (“TCSB”), which was a consolidated subsidiary of Mizuho Financial Group. Based on the aforementioned memorandum of understanding, TCSB and JTSB incorporated JTC Holdings, Ltd. (“JTC Holdings”) by joint share transfer in October 2018. After the joint share transfer, TCSB and JTSB became wholly-owned subsidiaries of JTC Holdings, and JTC Holdings, TCSB and JTSB became equity-method affiliates of Mizuho Financial Group. In July 2020, JTC Holdings and TCSB merged with JTSB as the surviving entity, which changed its trade name to Custody Bank of Japan, Ltd. The purpose of the integration was to contribute to further growth in the domestic securities settlement market and domestic investment chain by realizing more stable and higher quality operations and strengthening its system development capabilities by seeking the benefits of scale.

In May 2020, we decided to integrate three consolidated subsidiaries of Mizuho Financial Group, Mizuho Information & Research Institute, Inc. (“MHIR”), Mizuho Research Institute Ltd. (“MHRI”) and Mizuho Trust Systems Company, Limited (“MHTS”) with MHIR as the surviving entity. Based on this decision, MHIR and MHTS merged with MHIR as the surviving entity in January 2021, and MHIR and MHRI were integrated and became a new company, Mizuho Research & Technologies Corporation (“MHRT”) in April 2021. The purpose of the integration was to significantly improve the ability of the Mizuho group to provide “New value beyond the conventional boundaries of finance” by organically combining and amalgamating each company’s research, consulting, and IT development capabilities.

In December 2021, Mizuho Private Wealth Management Co., Ltd., which had offered services catered to the ultra-wealthy, was dissolved, and its functions were assumed by Mizuho Bank, Ltd. in order to strengthen the group-wide capabilities of providing such services.

In April 2023, we established a venture capital firm, Mizuho Innovation Frontier Co., Ltd. (“MHIF”), for the purpose of promoting both business and technological advances in each of the Mizuho group’s companies. The establishment of MHIF is a direct response to the recent ever-growing demand for innovative business expansion and the modernization of existing business platforms in the financial industry amidst the significant changes that industrial structures and the social and economic environment are experiencing, and is also our response to promote and support new business initiatives, the expansion of existing business, and overall innovation within the Mizuho group.

Other Information

Our registered address is 1-5-5, Otemachi, Chiyoda-ku, Tokyo 100-8176, Japan, and our telephone number is 81-3-5224-1111.

The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at www.sec.gov. As a foreign private issuer, we are exempt from the rules under the Exchange Act that prescribe the furnishing and content of proxy statements to shareholders. Our corporate website is www.mizuho-fg.co.jp/index.html.

4.B. Business Overview

General

We engage in banking, trust banking, securities and other businesses related to financial services.

In the fiscal year 2023, in light of the drastic changes in and increasing complexity of the external and internal business environments, we redefined the Corporate Identity, which is the foundation of what it means to be a Mizuho employee. In addition, upon determining the direction of Mizuho’s long-term growth, we established a new medium-term business plan (FY2023 to FY2025) beginning one year before the originally scheduled completion of the 5-Year Business Plan (FY2019 to FY2023). The targets of the new medium-term business plan are based on the assumption that the 5-Year Business Plan’s final year targets will have been met.

As for our business, as priority areas for resolving societal issues and accomplishing sustainable growth, we worked on “Support for the doubling of asset-based income,” “Improving customer experience,” “Enhancing the competitiveness of Japanese companies,” “Sustainability and innovation” and the “Global Corporate & Investment Banking (CIB) business model.” In the fiscal year 2023, we conducted various promotions for the new Nippon Individual Savings Accounts (NISAs): Japan’s new tax exemption scheme for investment by individuals, that commenced in January 2024, including face-to-face and website promotions. We also established a shop dedicated to account opening, one example of our streamlined branches created as a result of the reviews of bank branch structure conducted to address customer needs. In addition, we strengthened the strategic capital and business alliance with Rakuten Securities, Inc. to promote initiatives aimed at building a new retail business model that combines both online and offline businesses in the fields of asset formation and asset management. We established a corporate venture capital firm, Mizuho Innovation Frontier Co., Ltd., which is our subsidiary dedicated to investment, and made investments that accelerate our new business initiatives, technological development, expansion of existing business and overall innovation within the group. From the Value Co-creation Investment Facility and Transition Equity Investment Facility, we made investments in businesses and technologies that contribute to transition and value co-creation with our customers. We also acquired Greenhill, a U.S. M&A advisory firm, with the purpose of strengthening our global Corporate & Investment Banking (CIB) business.

For more information on the initiatives that we have taken in the fiscal year ended March 31, 2024, see “—Group Operations—Group Management Structure.”

As for our finances, we worked to reallocate corporate resources and strengthen our stable revenue base in order to enable us to accelerate the transformation of our business portfolio to be more efficient and capable of capturing stable revenue streams. In the fiscal year ended March 31, 2024, based on our steady progress on accumulating capital, we were able to provide a dividend increase for the third consecutive fiscal year.

As for corporate foundations, in order to enhance our corporate foundations which support our growth, we worked on corporate culture transformation, human capital enhancement, digital transformation (DX), IT reforms and maintenance of stable business operations. In the fiscal year 2023, with the aim of instilling our Corporate Identity and Purpose, we actively carried out office visits by management members and conducted town hall meetings in order to raise employee engagement through the activation of internal communications. We will implement a variety of measures to promote the participation and advancement of employees and realize a talent portfolio in alignment with business strategy, and in the fiscal year 2024, we will shift to a new human resources framework. We also continued initiatives to prevent further incidents of system failure and to strengthen our ability to respond to failures. Even after the inspections had run their course, we continued such initiatives by incorporating them into our day-to-day operations to continuously deter major system failures, and at the same time, we made efforts to ensure that our initiatives take root.

In addition to the above-mentioned initiatives, we have proceeded with initiatives such as the creation of new business opportunities and the expansion of solution domains through the use of digital technology and open collaboration with third parties, including those in other industries.

Medium-term business plan

Our medium-term business plan defines the three years from FY2023 to FY2025 as a “three-year journey connecting various initiatives and co-creating value-added solutions in order to support our clients and solve social issues”. Our basic policy will be to make the most effective use of corporate resources through a flexible business development approach, and, together with our clients and society, build the cornerstone of future sustainable growth and prosperity.

Under Mizuho’s vision for the world, Mizuho aims to contribute to personal well-being and to the achievement of a sustainable society and economy supporting it. To this end, we have identified priority areas for addressing societal issues and achieving sustainable growth. These themes clarify what we need to focus on in our business in order to achieve our aim for the world in 10 years. Further, we are enhancing our corporate foundations towards achievement and growth in this regard.

Priority business domains

(1) Business focus areas

- Support for the doubling of asset-based income
 - Expand the asset formation business with Nippon Individual Savings Accounts (NISAs) as a jumpstart measure. In addition, by leveraging our group-wide strengths and strengthening our consulting personnel, address asset management and asset succession needs and grow together with our customers.
- Improving customer experience
 - Thoroughly pursue convenience by utilizing thorough digitalization and collaboration with other companies, increase the attractiveness of deposit accounts and acquire a customer base for stable personal deposits and for future asset management and succession business.

- Enhancing the competitiveness of Japanese companies
 - Provide thorough support, including provision of support to large companies to transform their business structures mainly for the purpose of addressing sustainability and provision of strategic approaches with a focus on mid-cap companies, to our corporate clients so that they will be able to increase their corporate value and to achieve business growth, and thereby contribute to the enhancement of the global competitiveness of Japanese companies.
- Sustainability and innovation
 - Establish a financing framework for the transition of industry and business structures. In addition, support start-up companies and the establishment of new technologies, including support in addressing sustainability, and create new business opportunities beyond the boundaries of finance.
- Global Corporate & Investment Banking (CIB) business model
 - Proactively invest corporate resources in the Americas and Asia, which are growth fields; in the Americas, further deepen the Corporate & Investment Banking (CIB) business model (a business model that integrates loan transactions using Mizuho Bank's balance sheet and capital market products and provides such integrated services and products); and, in Asia, achieve regional growth through utilizing our branch networks in the region and a flexible business development approach that identifies the targets of each country.

(2) Enhancing our corporate foundations which support our growth

- Corporate culture transformation
 - Enhance engagement with our employees and clients through seamlessly promoting internal communication (transformation of our culture) and brand communication (strengthening of our brand).
- Human capital enhancement
 - Strengthen our human capital through an approach that thoroughly implements strategic human resource allocation, such as employee rotation in line with strategies and development of executive leaders, and an approach that values the narratives of employees, such as supporting employees' career development and ensuring supportive working environments.
- Digital transformation (DX)
 - Strengthen the foundations for digital transformation by promoting scaling of incubation that leverages our group's strengths to the fullest extent; by improving productivity through, among others, digitalization of operations; by developing employees who can realize the Mizuho DX strategy; and by utilizing data and other matters.
- IT reforms
 - Promote IT reforms by optimizing the IT system structure, developing and operating IT systems together with users, upgrading our investment management and taking other measures to expand the IT investments needed to realize our business strategies.
- Maintenance of stable business operations
 - Prevent memories of system failures from fading into the past and enhance our ability to respond to crises during business-as-usual times.

- For continuous deterrence of major system failures, ensure the continuance of initiatives for prevention of further system failures and enhancement of response capabilities, and also prevent memories of system failures from fading into the past.
- Continuously upgrade our cybersecurity framework suited to the G-SIBs.
- Further strengthen and expand our framework of measures for anti-money laundering (AML) and combating the financing of terrorism (CFT).
- Thoroughly strengthen our global governance and flexibly control risks in light of the external environment.

Sustainability approach and initiatives

We define sustainability as “environmental conservation and the sustainable development and prosperity of the economy, industry and society both in Japan and around the world, and the Mizuho group’s sustainable and steady growth.” By promoting sustainability initiatives, our group aims to improve our corporate value through the operation of our business giving due regard to creating value for diverse stakeholders and the sustainable and steady growth of the Mizuho group, and to contribute to the achievement of our Sustainable Development Goals (SDGs).

The forward-looking statements in this section are based on judgments made as of March 31, 2024, and our actual results may differ materially from such forward-looking statements due to various factors. See “Forward-Looking Statements.”

Governance, risk management, and strategy in relation to sustainability in general

Governance

Our group’s corporate governance structure is described in “Item 6. C. Board Practices.” Sustainability initiatives, including those addressing materiality, are also managed under this framework. In addition, as an advisory board to our Board of Directors, the Risk Committee has been established to provide suggestions to our Board of Directors regarding decision-making and supervision relating to risk governance and supervision of matters such as the status of risk management. A structure has been established to enable the company to exercise appropriate supervisory functions by utilizing the expertise of external experts. Our Board of Directors and the Risk Committee discuss major sustainability issues, including climate-related risks, and disclose the contents of such discussions regularly.

Our Board of Directors determines our “Basic Policy on Sustainability Initiatives” and other matters and oversees the business execution of duties by directors and executive officers.

The Executive Management Committee deliberates important matters related to business execution concerning sustainability. In addition, the Management Policy Committee and other committees comprehensively deliberate and coordinate various issues related to sustainability across the company and matters important to the group’s business strategy. Moreover, the Sustainability Promotion Committee, which is chaired by our President & Group CEO, deliberates and coordinates initiatives related to environmental and social issues, including responses to climate change and respect for human rights. Also, the Human Resources Strategy Council and the Diversity, Equity and Inclusion Promotion Committee discuss, disseminate and promote human resources development policies and internal environment development policies necessary for human capital management. In addition, under the Executive Compensation System, performance evaluation indicators related to performance-linked compensation are selected to evaluate the sustainable growth and development of stakeholders and Mizuho Financial Group, such as from the perspective of finance, customers, economy and society, and employees. In particular, sustainability evaluation indicators are adopted for medium- to long-term incentive compensation (Stock Compensation II).

Risk management

The Mizuho group has a Risk Appetite Framework (RAF) to enhance corporate value through the integrated management of business and financial strategies and risk management. We have also established a comprehensive risk management system, where we identify and evaluate risks as a whole and control them by classifying risks into categories, such as “credit risk,” “market risk,” “operational risk,” etc., according to risk category and manage such risks according to their characteristics. Within this risk management framework, we recognize the risks associated with sustainability, identify the risks that are important in executing our fiscal year business plans, and control risks based on business strategies and the characteristics of each risk category.

In addition, we have introduced a “top risk management” system, where we select risks that are recognized to have a potential major impact on the Mizuho group. As of May 2024, top risks include, among others, the “worsening impact of climate change” and “stagnation in sustainable growth due to a talent shortage.” The selected top risks are used to strengthen risk control and governance through the consideration of measures to enhance risk control, such as preventive measures and follow-up actions, and incorporating such measures into our fiscal year business plans.

To strengthen management of climate-related risks, we have established our “Basic Policy for Climate-related Risk Management” based on the characteristics of climate-related risks, such as the probability of occurrence, time horizon uncertainty, impact size and transmission through to other risks. In addition, in order to prevent and mitigate negative impacts on the environment and society through investments and loans, we have identified businesses and sectors that are likely to promote negative impacts, and established an “Environmental and Social Management Policy for Financing and Investment Activity.” With regard to human resources risks, we clarified risks to employees, who are our important stakeholders, revised the “Basic Policy for Human Resources Risk Management” to reflect the view that human resources risks are inextricably linked to human capital management, and revised the definition of human resources risks.

Strategy

We will seamlessly promote our sustainability initiatives with strategies across the group pursuant to our Basic Policy on Sustainability Initiatives that defines our fundamental approach and methods for advancing sustainability initiatives. In addition, based on the expectations of stakeholders for the social impact to be made by the Mizuho group and the importance for the Mizuho group with respect to the medium- to long-term impact on our corporate value and compatibility with the Mizuho group’s strategies and business areas, we identified “materiality” (medium- to long-term priority issues for the sustainable growth and development of Mizuho, our clients, our employees, the economy, society and other stakeholders) and clarified the risks and opportunities faced by Mizuho and our specific initiative plans. When implementing sustainability initiatives, we will, by addressing materiality areas from a long-term perspective, contribute to environmental conservation and the sustainable development and prosperity of the economy, industry and society both in Japan and around the world, and aim to improve our corporate value through the operation of our business giving due regard to creating value for diverse stakeholders and the sustainable and steady growth of the Mizuho group.

Materiality	Main Initiatives	Relevant Section
Declining birthrate and aging population, plus good health and lengthening lifespans In an age of longer lifespans, provide safe, stable and convenient services tailored to each individual’s needs	<ul style="list-style-type: none">• Comprehensive asset management consulting for individual asset formation, management and succession• Improvement of the quality and convenience of both digital and in-person customer channels	<ul style="list-style-type: none">• See “Item 4.B. Information on the Company—Business Overview”• Regarding “Environment & society”, also see “—Climate change”

Materiality	Main Initiatives	Relevant Section
<p>Industry development & innovation</p> <p>Support industry and business development, and create new value on a global basis</p>	<ul style="list-style-type: none"> • Initiatives targeting the entire industry, such as support for business and industrial structure transformation to address climate change • Social impact creation through support for growth of innovative companies and co-creation with them • Support for business succession by Japanese companies with technological capabilities 	
<p>Sound economic growth</p> <p>Contribute to economic development by utilizing financial infrastructure functions to respond to changes in the business environment</p>	<ul style="list-style-type: none"> • Contribution to enhancement of corporate value of mid-cap companies and revitalization of the Japanese economy • Response to asset management needs by strengthening management capabilities and revitalization of origination and distribution • Development of CIB (Corporate and Investment Banking) businesses in global capital markets 	
<p>Environment & society</p> <p>Cooperate with customers to realize sustainable social development, including environmental conservation</p>	<ul style="list-style-type: none"> • Provision of sustainability-driven solutions, support for business structure transformation and propagation of these solutions and support to each corporate segment • Implementation of measures addressing environmental and climate change, and initiatives on social issues and human rights 	
<p>Personnel</p> <p>Based on a corporate culture where employees can act independently, develop a diverse workforce that grows together with customers and society</p>	<ul style="list-style-type: none"> • Promotion of group-wide initiatives to transform the corporate culture • Development of employees capable of resolving social issues through strategic employee rotation and investment in talent • Creation of a supportive working environment and an even more inclusive organization that supports the active participation of diverse personnel 	<ul style="list-style-type: none"> • See “—Human capital”
<p>Governance</p> <p>Implement strong corporate governance and stable operational management to benefit customers and society</p>	<ul style="list-style-type: none"> • Strengthening of our operational resilience (crisis response during times of normal operations) • Further strengthening and expansion of cybersecurity measures and AML/CFT systems • Strengthening of global governance 	<ul style="list-style-type: none"> • See “Item 3.D. Key Information—Risk Factors”

The following subsections are an overview of initiatives to address climate change, which falls under the materiality category of “Environment & society”, and initiatives for human capital, which falls under the materiality category of “Personnel.” In addition, regarding initiatives for other materiality categories, see the relevant sections shown in the right-most column in the table above.

Climate change

Strategy

- In our “Environmental Policy” and “Mizuho’s Approach to Achieving Net Zero by 2050”, we have clarified our stance on climate change and our aims and actions towards realizing a low-carbon society, and we have been implementing such initiatives on a group-wide basis. In order to achieve a low-carbon society by 2050, based on the Net Zero Transition Plan formulated from the three perspectives, i.e., capturing business opportunities, enhancing risk management and facilitating transition in the real economy, Mizuho will promote a more integrated and effective response to climate change, and contribute to the realization of a low-carbon society by 2050 and the building of a society resilient to climate change.

(Recognition of opportunities and risks related to climate change)

- We see client investment in technological and business model development that leads to decarbonization as a business opportunity for us. With client engagement (constructive dialogue) as a starting point, we will support our clients’ transition to a low-carbon society and their response to climate change.
- As climate-related risks, we are identifying transition and physical risks resulting from climate change and recognizing the expected impacts of risks in individual risk categories.
 - Transition risks: Credit risk related to financing and investment clients who are impacted by more stringent carbon taxes, fuel efficiency regulations or other policies or by delays in shifting to decarbonization and other environmental technologies. Reputational risk from financing fossil fuel projects.
 - Physical risks: Operational risk associated with damage or deterioration to the group’s assets due to temperature increases or increased severity of natural disasters, and credit risk associated with reduced client revenue due to business stagnation and/or labor force reductions.

(Scenario analysis)

- We conduct scenario analysis of transition and physical risks in order to ascertain the future impact of climate change on our group portfolio. We conduct the analysis under a number of scenarios, including a 1.5°C scenario, for the purpose of increasing the flexibility of plans and resilience of strategy in anticipation of various future climate change-related circumstances.

Human capital

Strategy

- With respect to our personnel, who are the source of our corporate value, by thoroughly implementing strategic human resource allocation and conducting human resource management that values the narratives of employees, we will aim to realize balanced human resource management that is both flexible and in line with our business strategy and also aim to ensure that each employee will contribute in their own way and grow together with the company. Specifically, we will work to (i) promote the initiatives to transform our corporate culture, (ii) develop employees capable of resolving social issues and (iii) ensure supportive working environments and become an even more inclusive organization.

<p>(i) Promote the initiatives to transform our corporate culture on a group-wide basis</p>	<p>Culture and personnel, which are foundational, are essential for ensuring the continuous execution of strategies and for achieving continuous growth, and with the aim of creating an organization where everyone can take the initiative on their own and engage in constructive communication, we will work on internal communication (transforming our corporate culture) and brand communication (strengthening our brand).</p> <ul style="list-style-type: none">- Promote measures to help ensure that each and every employee will fully understand sustainability based on revision of our corporate identity.- In addition to the internal initiatives, work on reaffirming Mizuho's external image and rebuilding our brand.
<p>(ii) Develop employees capable of resolving social issues through strategic employee rotation and investment in talent <Talent development policy></p>	<p>With the aim of building a talent portfolio that balances the career ambitions of each and every employee with each business field's need for talent to realize its strategies, we will conduct our talent development process strategically by business area on a group wide basis in accordance with the career development stage of each employee and also work on leadership development and executive succession planning for those who lead the firm across businesses.</p> <ul style="list-style-type: none">- Strengthen personnel capabilities by expanding investment in talent that is necessary for learning, reskilling and upskilling for career development.- Promote strategic employee rotation aligned with medium- to long-term business strategies and also upgrade people analytics.- Under our Group CEO, promote the Executive Leader Development Program from a medium- to long-term perspective through assignments or the relevant employee's own initiative.
<p>(iii) Create an engaging work environment that supports the active participation of a diverse workforce and be an even more inclusive organization. <Work environment improvement policy></p>	<p>With the aim of creating an engaging work environment that will encourage all employees to enjoy a long and fulfilling career at Mizuho and to contribute to the company and work diligently, we will establish an organization where diverse perspectives and values are respected and employees can demonstrate their identity and abilities to the fullest.</p> <ul style="list-style-type: none">- Establish and transition to a human resource framework that is common to all five core group companies and that supports employees' challenges, rewards their contributions and provides an engaging work environment, and unify human resource systems.- Support workplace-centric efforts for organizational development that focuses on relationships between colleagues and raises motivation and performance across the organization as a whole.- Implement initiatives to support employee financial wellness, including provision of frameworks to support employee initiatives to build their assets and provision of opportunities to obtain financial education.

Group Operations

Group Management Structure

We operate our group through five in-house companies, which determine and promote strategies group-wide across banking, trust banking, securities and other business areas according to customer segments, and two units that support all of the in-house companies.

The company system is classified into the following five in-house companies and two units: the Retail & Business Banking Company, the Corporate & Investment Banking Company, the Global Corporate & Investment Banking Company, the Global Markets Company, the Asset Management Company, the Global Transaction Banking Unit and the Research & Consulting Unit.

Retail & Business Banking Company

The Retail & Business Banking Company is responsible for customer segments consisting of individual customers, SMEs and middle-market corporations, and engages in consulting services that integrate banking, trust banking, securities and other functions within the Mizuho group, as well as providing convenient financial services by leveraging advanced technologies and forming alliances with other companies.

For individual customers, the Retail & Business Banking Company will strive to improve our capacity to provide consulting services, including on asset management and asset succession, while working on the development and provision of convenient services by leveraging advanced technologies and forming alliances with other companies and institutions.

As a reliable partner in an era of lengthening lifespans, we support customers who have concerns about their long term plans, and in addition to the consulting services that combine banking, trust banking and securities functions, we offer our customers asset formation support that utilizes advanced technologies, such as AI-powered asset management advisory services and asset management support utilizing remote channels, etc. Accordingly, in addition to strengthening our efforts related to NISA, a tax-exempt program for small investments, and iDeCo, an individual-type defined contribution pension plan, we will strengthen financial education through seminars.

Furthermore, to support smooth asset succession, we provide products and services that utilize our trust functions such as Multifunctional Safety Trust and will trusts, and inheritance arrangement services.

With respect to the loan business, we have expanded our line of housing loan and card loan products and offer various products and services in response to each customer's life stage, including products that meet a diverse range of needs, internet-based services and the development of a new business model that utilizes advanced technology.

We also provide products and services to officers and employees of our corporate clients, such as opening accounts for payroll, providing housing loans, management of retirement payments, etc.

In addition, in an effort to increase customer convenience, we have enhanced the efficiency of our branch and ATM network throughout Japan. As part of these efforts, we pushed for banking, trust banking and securities services to be provided at the same location, including by setting up Mizuho Securities' "Planet Booths" and Mizuho Trust & Banking's "Trust Lounges" in the branches and offices of Mizuho Bank.

Moreover, with the aim of constructing a convenient and efficient channel network that responds to changes in customer needs, we are promoting the next generation of branches and offices which serve as consulting spaces along with a reduction of the number of branches and offices through reorganization and consolidation.

We have also made efforts to enhance customer convenience. For example, we are engaging in collaboration with other companies and are utilizing advanced technologies to offer new financial and other services and to enhance the quality of our internet and smart phone services, in light of changing customer needs due to ongoing digitalization.

On November 9, 2023, Mizuho Securities Co., Ltd. (“Mizuho Securities”), a consolidated subsidiary of Mizuho Financial Group, and Rakuten Securities Holdings, Inc., a consolidated subsidiary of Rakuten Group, Inc., agreed to further strengthen the strategic capital and business alliance between the two companies that has continued since October 7, 2022. We will promote initiatives aimed at building a new retail business model that combines both online and offline businesses in the fields of asset formation and asset management. In order to strengthen this alliance, Mizuho Securities acquired an additional 29.01% of the common stock in Rakuten Securities, Inc. held by Rakuten Securities Holdings, Inc. (shareholding ratio after the acquisition: 49.00%).

Further, we undertake business related to lottery tickets, such as the sales of lottery tickets issued by prefectures and ordinance-designated cities.

For small- and medium-sized enterprises and middle-market firms, the Retail & Business Banking Company provides solutions with respect to both types of needs: management issues such as business development, and the personal issues of customers who are business owners, such as asset inheritance and management, etc.

In response to increasing customer needs related to their growth strategy or business succession in an unclear business environment, we offer multi-layered solutions in response to the various development stages of our customers’ businesses through the combined strength of our entire group, including banking, trust banking and securities, based on a customer-focused approach.

Specifically, we offer syndicated loans, advisory services related to overseas expansions, mergers and acquisitions-related services, and business matching services, depending on the customers’ business strategies, in addition to brokering financial products and expanding the customer base for our trustee business for defined contribution pension plans, combining financial services and advanced advisory services.

Furthermore, due to the aging of Japanese business owners, business succession and asset inheritance has become a matter of urgency. Using our succession and property know-how, we actively offer solutions for optimal and smooth business succession and asset inheritance, including the inheritance of business ownership and corporate stock as well as corporate reorganization, addressing both individual and corporate needs.

Moreover, we leverage our existing customer base to support the growth of innovative companies that show future promise by means of finance and other solutions.

In light of structural changes in customer needs against the backdrop of further progress in digitalization, an aging society with a low birthrate and other factors, we aim to enhance the efficiency of sales channels, including physical storefronts, and expand new business areas to realize the wants and desires of individual customers as well as the sustainable growth of corporate customers.

In order to achieve this goal, we intend to take advantage of our broad customer base, trustworthiness and dependability, as well as our consulting capabilities. At the same time, we intend to collaborate openly with those both inside and outside the Mizuho group to provide new value incorporating both financial and non-financial products and services, as a partner for individual customers’ life plans and corporate customers’ growth strategies and business succession.

Corporate & Investment Banking Company

The Corporate & Investment Banking Company is responsible for customer segments consisting of large companies, financial institutions and public-sector entities in Japan, and provides custom-designed solutions for

each client on a group-wide basis to meet their needs for both financial or non-financial products and services through investment banking product functions, such as M&A and businesses related to real estate.

For large corporate customers, based on our solid customer relationships and utilizing our global industry knowledge, we do not only provide financing, but also group-wide financial solutions such as fund management, underwriting of equity and bonds, M&A advisory and risk hedging products, etc., on a global basis to meet their needs in fund-raising, investment, management and financial strategies.

Mizuho Bank and Mizuho Securities have introduced a dual-hat structure in Japan. Through inter-sectoral group collaboration, they provide our customers with solutions tailored to their capital management, business strategy and financial strategy.

Mizuho Bank and Mizuho Trust & Banking together provide solutions related to real estate, where we have a leading track record in the industry in Japan. They also work together in the areas of pensions, asset securitization, securities management, stock transfer agent matters, consulting matters, etc., in response to our customers' diversified needs.

For financial institutions, we offer advisory services and solutions, such as advice on financial strategy and proposals on various investment products, by concentrating our diverse financial expertise from each group company to meet the increasingly sophisticated and diversified needs of customers.

For public sector customers, as a leading bank with a wealth of experience and a solid track record, we provide optimal financial services group-wide that include funding support as a trustee and underwriter of public bonds, and services as a designated financial institution. In addition, in the field of revitalizing rural regions in Japan, an important matter to the Japanese economy, we engage in Public Private Partnerships/Private Finance Initiatives (PPP and PFI) projects in collaboration with regional financial institutions, national and regional government entities and their affiliates.

We will build new relationships with customers and endeavor to realize value co-creation and co-prosperity based on changes in customer needs in response to changes in social and industrial structures. To that end, we plan to enhance our risk management services for our customers through products and services such as mezzanine investment and debt financing including preferred shares and subordinated loans.

The environment that our customers are facing is changing rapidly due to such factors as the progress of industry transformation and society's heightened interest in sustainability, as well as intensified geopolitical risks. Under such circumstances, we strive to become a value co-creation partner for our customers in order to help them achieve sustainable growth by providing solutions with in-depth industry- and product-specific knowledge through the combined strength of our banking, trust banking, securities, and research and technology functions.

Global Corporate & Investment Banking Company

The Global Corporate & Investment Banking Company is responsible for customer segments consisting of both Japanese companies operating outside Japan and non-Japanese companies, and provides various solutions by taking advantage of our deep understanding of our clients' businesses and our strengths in corporate finance and transaction banking, such as lending and corporate bond underwriting.

For our Japanese corporate customers, we provide integrated support both in and outside Japan to help them expand their overseas operations. We offer highly specialized services that use our advanced financial technologies and expertise. Particularly in Asia, we support Japanese corporate customers developing new markets by offering advisory and other services.

In addition, through our Global 300 Strategy, which involves focusing on a group of approximately 300 blue-chip non-Japanese companies, we are expanding business with non-Japanese corporate customers. We aim to provide LCM/DCM financing and financial solutions to global companies developing business in Asia, by utilizing our high presence in the U.S. capital markets and network in Asian economic regions that have been growing rapidly.

Meanwhile, we are enhancing our channels with customers in order to strengthen the framework to support their business outside Japan. We are forming business alliances with local financial institutions and government-affiliated institutions to provide up-to-date local information to our customers. We are also enhancing our service framework to address the diverse business needs of customers. We will aim to build long-term relationships with customers by utilizing business, financial and ESG consulting and our close relationships with the top management of corporate customers based on our know-how and insight regarding each country and industry sector.

In anticipation of future growth constraints, such as the phased implementation of Basel regulations and our foreign currency funding capabilities, we will continue our initiatives such as improving our profitability by strengthening current business bases and diversifying our product lineup, the reforming of cost structure and adjusting of our business portfolio through selection and concentration.

On December 1, 2023, Mizuho Americas LLC, our subsidiary, completed the acquisition of U.S. M&A advisory firm, Greenhill & Co., Inc. (“Greenhill”), and Greenhill became our wholly-owned subsidiary. We will contribute to advancing our customers’ business strategies and enhancing their corporate value by further diversifying our financial solutions, including our M&A advisory business, through the brands and human capital that Greenhill has built up over its 27-year history.

Global Markets Company

The Global Markets Company is responsible for market-related businesses, engages in sales and trading services for a wide range of customers, from individuals to institutional investors, by offering market products to meet their risk hedging and asset management needs, and also conducts ALM and investment business, including stable capital raising and balance sheet management as well as management of fixed income, equity and other securities portfolios.

To become a top-class Asian player in the global markets, our basic strategy is to enhance our presence in the market so that we can develop the most suitable products and organizational structure based on arising customer needs.

With respect to the sales and trading business, we have continued to promote the integration of banking and securities functions and expand the product lineup in order to diversify our revenue base.

Against the backdrop of the mitigated restrictions of the firewall regulation in Japan, we will further deepen the integration of banking and securities functions in Japan, and will continue to accelerate the integration in other parts of Asia. We aim to further enhance our presence by providing solutions more effectively and improving our trading capabilities through consolidating global risks and setting up electronic trading platforms to meet our customers’ diversified needs.

With respect to our ALM and investment business, amidst a volatile market environment, through utilizing methodologies including our advanced early warning control, meticulous market analysis and abundant hedging methodologies, we adjust our asset allocation with flexibility to achieve a balance between realized profits and unrealized profits. With respect to ALM, in the face of “higher-for-longer” policy rates in the US and Europe, through flexible balance sheet management and stable fund raising that takes into account changes in the foreign currency deposit-loan ratio, we are supporting our customers’ global businesses. We strive for stable and efficient operations on a global basis to contribute to the well-being of the overall business performance of the Mizuho group.

Moreover, we are promoting sustainability in various functions of sales and trading, investment and fund raising businesses.

In addition, we have been working on maintaining and strengthening our competitiveness by enhancing our infrastructure, including next-generation trading rooms in anticipation of technological progress and our market system based on strategic management resource allocation and cost reduction, and by further strengthening the digital literacy of employees for market business and developing personnel with highly specialized knowledge.

We aim to realize a stable earnings structure in ALM and the investment business and to improve sales and trading services with clearly defined focus areas which enable us to draw on diverse intermediary functions through the market and create diverse value for our customers.

In order to achieve this goal, as a partner with expert knowledge of market mechanisms that has insight into markets, we will aim to enhance our asset allocation and product lineup and aim to establish a stable profit base. At the same time, we will strive to provide appropriate investment opportunities to investors with different risk appetites.

Asset Management Company

The Asset Management Company is responsible for businesses related to asset management, and provides products and services that meet the asset management needs of our wide range of customers, from individuals to institutional investors, through the collaboration between the group's banking, trust banking and securities functions as well as Asset Management One Co., Ltd.

For individual customers, we offer investment products that contribute to their medium- to long-term asset formation in order to meet their various needs.

For institutional investors such as pension funds, we make our asset management capabilities more sophisticated and offer comprehensive solution services to meet their diversified and sophisticated asset management needs.

We offer our customers investment products that are best suited to them by strengthening our asset management capabilities in collaboration with our group companies and affiliates such as the New York subsidiary and other foreign subsidiaries of Asset Management One that are established for diversified global investments; Asset Management One Alternative Investments, Ltd. located in Tokyo, that selects and offers hedge funds, and Matthews Asia, an independent, privately owned firm and the largest dedicated Asia investment specialist in the United States.

In addition, in various product fields, we are focusing on developing and offering products through collaboration with BlackRock, Inc. and Partner Group AG.

By providing these solutions, addressing ESG issues through engagement in responsible investment, and seeking efficiency and innovativeness through transformation and operating process reforms, we aim to contribute to the revitalization of financial assets in Japan and realize the medium- to long-term growth of our asset management business.

Global Transaction Banking Unit

The Global Transaction Banking Unit is in charge of providing transaction banking solution services to customers in a wide range of segments, including corporate clients and investors. We aim to respond to customer needs that are becoming sophisticated and diverse by drawing on our high level of expertise in each area, including domestic and foreign payments, cash management and trade finance.

In the transaction business, we provide various solutions in accordance with customer needs and the character of their business as follows:

- For our corporate customers, we offer various financial services and products such as online banking, cash management solutions, domestic/foreign currency transaction services and trade finance on a global basis.
- For financial institutions and institutional investors, we promote custody, global custody and yen correspondence settlement and asset management.
- In addition, we are further expanding our range of services in collaboration with our group companies and leveraging the latest technological innovations.

Furthermore, we will closely collaborate with offices in Japan and around the world to respond with flexibility on a global basis to a diverse range of needs of our customers, especially for cash management, settlements and other transaction banking services. In addition, we are working to provide solutions from a long-term perspective by capturing market trends in various business areas such as enhancement of business functionalities in light of the progress in digital transformation while maintaining our role as a stable settlement platform.

Research & Consulting Unit

The Research & Consulting Unit offers a wide variety of solutions with research functions that provide deep analysis, spanning from industrial to macroeconomic analysis and consulting functions that cover many fields, from specialized areas such as the environment to business strategies.

In the research field, we conduct deep investigations and wide-ranging analyses from macro-economics to industry and corporate trends, and link research and business origination functions.

In the consulting field, we also offer a wide range of functions to help solve various issues that companies face, including those regarding management, HR planning, digital transformation strategy, environment & energy and the creation of new businesses, as well as social issues within the public sector, including infrastructure and health care.

In addition to the acceleration of digitalization, the rapid and irreversible development of sustainability trends, such as decarbonization, resource circulation and human rights have been further diversifying our customers' needs. By taking initiatives such as enhancing the sophistication of research and expansion of consulting functions and by utilizing our industry, economic and social expertise, including those in relation to sustainability and digitalization, which will be the source of our enhanced competitiveness, we intend to provide advanced and progressive value for helping address the issues of our customers and of society.

Competition

We engage in banking, trust banking, securities and other businesses related to financial services and face strong competition in all of those areas of businesses. See "Item 3.D. Key Information—Risk Factors—Intensification of competition in the market for financial services could have an adverse effect on us." as well.

Our major competitors in Japan include:

- Japan's other major banking groups: Mitsubishi UFJ Financial Group and Sumitomo Mitsui Financial Group.
- Other banking institutions: These include city banks, trust banks, regional banks, shinkin banks (or credit associations), credit cooperatives, agricultural cooperatives, foreign banks and retail-oriented banks.

- Securities companies and investment banks: These include both domestic securities companies and the Japanese affiliates of global investment banks.
- Government financial institutions: These include Japan Finance Corporation, Japan Post Bank, Development Bank of Japan and Japan Bank for International Cooperation.
- Non-bank finance companies: These include credit card issuers, installment shopping credit companies, leasing companies and other non-bank finance companies.
- Asset management companies.
- Other financial service providers, such as those that utilize “FinTech.”

In global markets, we face competition with other commercial banks and other financial institutions, particularly major global banks and the leading local banks in those financial markets outside Japan in which we conduct business.

Japanese Banking and Securities Industry

Private banking institutions in Japan are normally classified into two categories (the following numbers are based on information published by the Financial Services Agency, available as of June 14, 2024): (i) ordinary banks, of which there were 121, not including foreign commercial banks with banking operations in Japan; and (ii) trust banks, of which there were 13, including Japanese subsidiaries of foreign financial institutions and subsidiaries of Japanese financial institutions.

Ordinary banks consist mainly of city banks and regional banks. City banks include the three largest banks in Japan (the “Mega-banks”), including Mizuho Bank. They are based in large cities and operate on a nation-wide scale through networks of branch offices. The Mega-banks provide a wide range of operations, including retail banking, small and medium-sized enterprise banking, large corporate banking, international operations and investment banking. Regional banks are mostly based in one of the prefectures of Japan and are generally much smaller in terms of total assets than city banks. In recent years, as a consequence of changes in the business environment, the number of regional banks that integrate their businesses with other regional banks based in other prefectures has been increasing. Customers of regional banks are mainly local retail customers, regional enterprises and local public utilities. In addition to these types of banks, new retail-oriented banks have emerged in recent years, including Internet banks and banks specializing in placing their ATMs in convenience stores and supermarkets without maintaining a branch network.

In addition to banking business, trust banks, including Mizuho Trust & Banking, are engaged in trust services, such as money trust, pension trust and investment trust services, as well as real estate and testamentary trust services.

Based on information published by the Financial Services Agency, available as of June 14, 2024, there were 56 foreign banks operating banking businesses in Japan. These banks are subject to a statutory framework similar to the regulations applicable to Japanese domestic banks. Their principal sources of funds come from their overseas head offices or other branches.

A number of government financial institutions, organized in order to supplement the activities of private banking institutions, have been in the process of business and organizational restructuring in recent years. In October 2008, some of the government financial institutions were consolidated to form Japan Finance Corporation, which mainly provides financing for small and medium-sized enterprises and those engaged in agriculture, forestry and fishery, and also provides export financing for Japanese corporations. In October 2008, Development Bank of Japan, which mainly engages in corporate financing, and Shoko Chukin Bank, which mainly engages in financing for small and medium-sized enterprises, were transformed into joint stock corporations. Subsequently, in June 2023, the law to partially amend the Shoko Chukin Bank Limited Act was

passed by the Diet. According to this law, the Japanese government will endeavor to dispose of all of its ownership in Shoko Chukin Bank as soon as possible within a period of two years from June 16, 2023, the date of promulgation, and after such disposal is completed, a decision will be made on whether to implement full privatization, taking into account various circumstances. In April 2024, the Japanese government announced that it has commenced a process to dispose of all of its ownership in Shoko Chukin Bank by the end of March 2025.

In April 2012, Japan Bank for International Cooperation, which provides policy-based finance with the mission of contributing to the sound development of Japan and the international economy and society, was spun off from Japan Finance Corporation and was established as a joint stock corporation wholly owned by the Japanese government.

Another government financial institution, Japan Housing Finance Agency, supports the housing loan business of private financial institutions through securitization of such loans.

A distinctive element of the Japanese banking system is the role of postal savings. Postal savings deposits are gathered through the network of governmental post offices scattered throughout Japan, and their balance of deposits totaled over 200 trillion yen in the past. Since the beginning of the 2000s, the governmental postal business has been in the phased process of organizational restructuring. In 2003, the governmental postal business was transferred to Japan Post, a government-owned entity established in the same year, and in 2007, Japan Post was transformed into a government-owned joint stock corporation holding four operating companies including Japan Post Bank Co., Ltd., which currently operates as an ordinary bank. In November 2015, the shares of the three main companies of the Japan Post group were listed on the Tokyo Stock Exchange, with Japan Post Holdings Co., Ltd. (“JPH”) disposing of approximately 11% of its ownership in the two subsidiaries, Japan Post Bank Co., Ltd. and Japan Post Insurance Co., Ltd., while the Japanese government disposed of approximately 11% of its ownership in JPH. The Japanese government has continued to dispose of its ownership in JPH and owned approximately 33% of its shares as of September 30, 2023, the lower limit prescribed by law. JPH aims to dispose of the shares of the above-mentioned two subsidiaries to lower the holding ratio to 50% or less as early as possible by March 2026, and had reduced its holding ratio of the shares of Japan Post Insurance Co., Ltd. to less than 50% by June 2021. In addition, in March 2023, JPH also partially disposed of its ownership in Japan Post Bank Co., Ltd. and reduced its holding ratio of the shares (excluding treasury shares owned by Japan Post Bank Co., Ltd.) to 62% after the disposal.

In April 2019, the maximum deposit amount that Japan Post Bank Co., Ltd. may accept increased from 13 million yen in aggregate for ordinary deposits and time deposits to a total of 26 million yen, 13 million yen each for ordinary deposits and time deposits.

In recent years, as a result of technological advances in the digital field called “FinTech,” entry from different industries into areas considered to be the inherent business of financial institutions such as settlement services has been increasing.

In the Japanese securities market, a large number of registered entities, including Mizuho Securities, are engaged in securities businesses, such as sales and underwriting of securities, investment advisory and investment management services. As deregulation of the securities market progressed, several of the country’s banking groups have entered into this market through their subsidiaries. In addition, foreign financial institutions have been active in this market.

Supervision and Regulation

Japan

Pursuant to the Banking Act (*Ginkou Hou*) (Act No. 59 of 1981, as amended), the Prime Minister of Japan has authority to supervise banks in Japan and delegates certain supervisory control over banks in Japan to the Commissioner of the Financial Services Agency. The Bank of Japan also has supervisory authority over banks in Japan, based primarily on its contractual agreements and transactions with the banks.

Financial Services Agency

Although the Prime Minister has supervisory authority over banks in Japan, except for matters prescribed by government order, this authority is generally delegated to the Commissioner of the Financial Services Agency. Additionally, the position of Minister of State for Financial Services was established by the Cabinet to direct the Commissioner of the Financial Services Agency and to support the Prime Minister.

Under the Banking Act, the Prime Minister's authority over banks and bank holding companies in Japan extends to various areas, including granting and cancellation of licenses, ordering the suspension of business in whole or in part and requiring submission of business reports or materials. Under the prompt corrective action system, the Financial Services Agency, acting on behalf of the Prime Minister, may take corrective action in the case of failure to meet the minimum capital adequacy ratio or the minimum leverage ratio of banks, bank holding companies, their subsidiaries and companies having special relationships prescribed by the cabinet order. See "Capital Adequacy" and "Leverage Ratio" below. These actions include requiring a financial institution to formulate and implement reform measures, requiring it to reduce assets or take other specific actions and issuing an order to suspend all or part of its business operations.

In addition, under the capital distribution constraints system introduced in March 2016, the Financial Services Agency, acting on behalf of the Prime Minister, may order a bank holding company or bank to submit and carry out a capital distribution constraints plan in the case of failure to meet the minimum capital buffer ratio or the minimum leverage buffer ratio. See "Capital Adequacy" and "Leverage Ratio" below. The capital distribution constraints plan is required to be considered reasonable to restore the capital buffer ratio or the leverage buffer ratio, and include restrictions on capital distributions, such as dividends, share buybacks and bonuses payments, up to a certain amount as determined depending on the level of the capital buffer.

Furthermore, under the Japanese TLAC regulations introduced in March 2019, the Financial Services Agency, acting on behalf of the Prime Minister, may order the bank holding company of a G-SIB in Japan designated as the domestic resolution entity of such G-SIB to submit reports related to improvement of TLAC or may issue a business improvement order to such domestic resolution entity if the external TLAC ratio of the domestic resolution entity or the internal TLAC amount of its material subsidiaries in Japan fall below the minimum requirements. See "Total Loss Absorbing Capacity" below.

Under the prompt warning system introduced in December 2002, the Financial Services Agency may take precautionary measures to maintain and promote the sound operations of financial institutions, even before those financial institutions become subject to the prompt corrective action system. These measures require a financial institution to reform profitability, credit risk management, stability and cash flow.

The Bank of Japan

The Bank of Japan is Japan's central bank and serves as the principal instrument for the execution of Japan's monetary policy. The principal measures by which the Bank of Japan implements monetary policy are the adjustment of its discount rate, its operations in the open market and the imposition of deposit reserve requirements. Banks in Japan are allowed to obtain borrowings from, and rediscount bills with, the Bank of Japan. Moreover, most banks in Japan maintain current accounts under agreements with the Bank of Japan pursuant to which the Bank of Japan is entitled to supervise, examine and audit the banks. The supervisory functions of the Bank of Japan are intended to enable it to ensure smooth settlement of funds among banks and other financial institutions, thereby contributing to the maintenance of an orderly financial system, whereas the supervisory practices of the Prime Minister and the Commissioner of the Financial Services Agency are intended to maintain the sound operations of banks and promote the security of depositors.

Examination of Banks

The Banking Act authorizes the Prime Minister to inspect banks and bank holding companies in Japan at any time. By evaluating banks' systems of self-assessment, auditing their accounts and reviewing their

compliance with laws and regulations, the Financial Services Agency monitors the financial soundness of banks, including the status and performance of their control systems for business activities.

The inspection of banks had been performed pursuant to a Financial Inspection Manual published by the Financial Services Agency. However, in December 2017, in order to upgrade the quality of its supervisory activities, to strengthen Japan's financial infrastructure, and to enable the Japanese economy to realize its full potential, the Financial Services Agency embarked on the review of the supervisory approaches. The Financial Services Agency announced the "JFSA's supervisory approaches — Replacing checklists with engagement" in June 2018, and is committed to continuous improvement of the supervisory approaches through dialogue with financial institutions, etc. by using theme-specific reports, etc. Based on this, in December 2019, the Financial Services Agency repealed the Financial Inspection Manual, including the appendix that was referred to for self-assessment and determining the write-off and allowance.

In addition to individual financial institutions, the Financial Services Agency also supervises financial groups as a whole based on its Guidelines.

The Bank of Japan also conducts examinations of banks. The examinations are normally conducted once every few years, and involve such matters as examining asset quality, risk management and reliability of operations. Through these examinations, the Bank of Japan seeks to identify problems at an early stage and give corrective guidance where necessary.

In March 2021, the Financial Services Agency and the Bank of Japan released the "Initiatives for strengthening the cooperation between the Financial Services Agency and the Bank of Japan," which aims to increase efficiency and reduce the burden on financial institutions without compromising the comprehensiveness of the regulation. To achieve this, the two institutions would strengthen cooperation among their regulation schemes including the inspections and supervision by the Financial Services Agency, as well as the on-site inspections and off-site monitoring conducted by the Bank of Japan.

In addition, the Securities and Exchange Surveillance Commission examines banks in connection with their financial instruments business activities in accordance with the Financial Instruments and Exchange Act of Japan (*Kinyu Shouhin Torihiki Hou*) (Act No. 25 of 1948, as amended).

Examination and Reporting Applicable to Shareholders

Under the Banking Act, a person who intends to hold 20% (in certain exceptional cases, 15%) or more of the voting rights of a bank is required to obtain prior approval of the Commissioner of the Financial Services Agency. In addition, the Financial Services Agency may request reports or submission of materials from, or inspect, any principal shareholder who holds 20% (in certain exceptional cases, 15%) or more of the voting rights of a bank, if necessary, in order to secure the sound and appropriate operation of the business of such bank. Under limited circumstances, the Financial Services Agency may order such principal shareholder to take such measures as the Financial Services Agency deems necessary.

Furthermore, under the Banking Act, any person who becomes a holder of more than 5% of the voting rights of a bank holding company or bank must report its ownership of voting rights to the director of the relevant local finance bureau within five business days. In addition, a similar report must be made in respect of any subsequent change of the ownership ratio by 1% or more in any previously reported holding or any change in material matters set forth in reports previously filed, with some exceptions.

Deposit Insurance System

Under the Deposit Insurance Act (*Yokin Hoken Hou*) (Act No. 34 of 1971, as amended), depositors are protected through the Deposit Insurance Corporation in cases where financial institutions fail to meet their

obligations. The Deposit Insurance Corporation is supervised by the Prime Minister and the Minister of Finance. Subject to limited exceptions, the Prime Minister's authority is delegated to the Commissioner of the Financial Services Agency.

The Deposit Insurance Corporation receives annual insurance premiums from insured banks. The effective premium rate, which is the weighted average of the rates for deposits that bear no interest, are redeemable upon demand and are used by depositors primarily for payment and settlement purposes, and for other deposits, is 0.015%.

The insurance money may be paid out in case of a suspension of deposit repayments, banking license revocation, dissolution or bankruptcy of the bank. Pay outs are generally limited to a maximum of ¥10 million of principal amount, together with any interest accrued with respect to each depositor per bank. Only non-interest bearing deposits, redeemable on demand and used by depositors primarily for payment and settlement functions, are protected in full without a maximum amount limitation. Certain types of deposits are not protected by the deposit insurance system, such as foreign currency deposits and certificates of deposit.

Participation in the deposit insurance system is compulsory for city banks (including Mizuho Bank), regional banks, trust banks (including Mizuho Trust & Banking), credit associations and co-operatives, labor banks and other financial institutions.

Governmental Measures to Treat Troubled Institutions

Under the Deposit Insurance Act, a Financial Reorganization Administrator can be appointed by the Prime Minister if the bank is unable to fully perform its obligations with its assets or may suspend or has suspended repayment of deposits. The Financial Reorganization Administrator will take control of and dispose of the assets of the bank and search for another institution willing to take over its business. Its business may also be transferred to a "bridge bank" established by the Deposit Insurance Corporation for the purpose of the temporary maintenance and continuation of operations of these types of institutions, and the bridge bank will seek to transfer the bank's assets to another financial institution or dissolve the bank. The financial aid provided by the Deposit Insurance Corporation to assist another financial institution with succeeding the failed bank's business may take the form of a monetary grant, loan or deposit of funds, purchase of assets, guarantee or assumption of debts, subscription of preferred stock or subordinated bonds, lending of subordinated loans, or loss sharing.

Where the Prime Minister recognizes that the failure of a bank which falls into any of (i) through (iii) below may cause an extremely grave problem in maintaining the financial order in Japan or the region where such bank is operating ("systemic risk"), without taking any of the measures described in (i) through (iii) below, the Prime Minister may confirm (nintei) to take any of the following measures, after the deliberation at the Financial Crisis Management Meeting: (i) if the bank does not fall under either of the banks described in (ii) or (iii), the Deposit Insurance Corporation may subscribe for shares or subordinated bonds of, or lend subordinated loans to the bank, or subscribe for shares of the bank holding company of the bank, in order to enhance capital adequacy of the bank (item 1 measures (dai ichigo sochi)); (ii) if the bank is likely to suspend or has suspended repayment of deposits or is unable to fully perform its obligations with its assets, financial aid exceeding the pay-off cost may be available to such bank (item 2 measures (dai nigo sochi)); and (iii) if the bank is likely to suspend or has suspended repayment of deposits and is unable to fully perform its obligations with its assets, and the systemic risk cannot be avoided by the measure mentioned in (ii) above, the Deposit Insurance Corporation may acquire all of the bank's shares (item 3 measures (dai sango sochi)). The expenses for implementation of the above measures will be borne by the bank industry, with an exception under which the Government of Japan may provide partial subsidies for such expenses.

New orderly and effective resolution regimes for financial institutions have been discussed internationally and "Key Attributes of Effective Resolution Regimes for Financial Institutions" was published by the Financial Stability Board in November 2011 and endorsed by the G20 leaders at the Cannes summit held in November

2011. Reflecting this global trend, pursuant to certain amendments to the Deposit Insurance Act that were promulgated in June 2013 and became effective on March 6, 2014, a new resolution regime was introduced in Japan.

Under the new resolution regime stipulated in the amendments to the Deposit Insurance Act and implementing ordinances thereunder, which became effective on March 6, 2014, financial institutions including banks, insurance companies and securities companies and their holding companies, are subject to the regime.

Further, under the new resolution regime, among other things, where the Prime Minister recognizes that the failure of a financial institution which falls under either (a) or (b) below may cause significant disruption in the financial markets or other financial systems in Japan without taking any of the measures described in (a) (specified item 1 measures)(tokutei dai ichigo sochi) stipulated in Article 126-2, Paragraph 1, Item 1 of the Deposit Insurance Act or the measures described in (b) (specified item 2 measures)(tokutei dai nigo sochi) stipulated in Article 126-2, Paragraph 1, Item 2 of the Deposit Insurance Act, the Prime Minister may confirm (specified confirmation)(tokutei nintei) to take any of the following measures, after the deliberation at the Financial Crisis Management Meeting; (a) if the financial institution does not fall under a financial institution which is unable to fully perform its obligations with its assets, the Deposit Insurance Corporation shall supervise the operation of the business of and the management and disposal of assets of that financial institution (tokubetsu kanshi), and may provide it with loans or guarantees necessary to avoid the risk of significant disruption in the financial systems in Japan (shikin no kashitsuke tou), or subscribe for shares or subordinated bonds of, or lend subordinated loans to the financial institutions (tokutei kabushiki tou no hikiuke tou) , in each case to be taken as necessary taking into consideration of the financial conditions of the financial institution; and (b) if the financial institution is or is likely to be unable to fully perform its obligations with its assets or has suspended or is likely to suspend repayment of its obligations, the Deposit Insurance Corporation shall supervise that financial institution (tokubetsu kanshi), and may provide financial aid necessary to assist merger, business transfer, corporate split or other reorganization in respect to such failed financial institution (tokutei shikin enjo). The expenses for implementation of the measures under this regime will be borne by the financial industry, with an exception under which the Government of Japan may provide partial subsidies for such expenses. If a measure set out in (b) above is determined to be taken with respect to a financial institution, the Prime Minister may order that the financial institution's operation and assets be under the special control (tokutei kanri) of the Deposit Insurance Corporation. The business or liabilities of the financial institution subject to the special supervision (tokubetsu kanshi) or special control (tokutei kanri) by the Deposit Insurance Corporation as set forth above may also be transferred to a "bridge bank" established by the Deposit Insurance Corporation for the purpose of the temporary maintenance and continuation of operations of, or repayment of the liabilities of, such financial institution, and the bridge bank will seek to transfer the bank's business or liabilities to another financial institution or dissolve the bank. The financial aid provided by the Deposit Insurance Corporation to assist merger, business transfer, corporate split or other reorganization in respect to the financial institution set out in (b) above may take the form of a monetary grant, loan or deposit of funds, purchase of assets, guarantee or assumption of debts, subscription of preferred stock or subordinated bonds, lending of subordinated loan, or loss sharing.

If the Deposit Insurance Corporation has provided such financial assistance, the Prime Minister may designate the movable assets and claims of the failed financial institution as not subject to attachment under Article 126-16 of the Deposit Insurance Act, and such merger, business transfer, corporate split or other reorganization may be conducted outside of the court-administrated insolvency proceedings.

If the financial institution subject to the special supervision or the special control by the Deposit Insurance Corporation as set forth above is or is likely to be unable to fully perform its obligations with its assets or has suspended or is likely to suspend repayment of its obligations, the financial institution may transfer all or a material portion of its business or all or a portion of shares of its subsidiaries or implement corporate split or certain other corporate actions with court permission in lieu of any shareholder resolutions under Article 126-13 of the Deposit Insurance Act. In addition, the Deposit Insurance Corporation must request other financial institution creditors of the failed financial institution to refrain from exercising their rights against the failed

financial institution until measures necessary to avoid the risk of significant disruption to the financial system in Japan have been taken, if it is recognized that such exercise of their rights is likely to make it difficult to conduct an orderly resolution of the failed financial institution.

According to the announcement made by the Financial Services Agency in March 2014, (i) Additional Tier 1 instruments and Tier 2 instruments under Basel III issued by a bank must be written down or converted into common shares when the Prime Minister confirms that item 2 measures (dai nigo sochi), item 3 measures (dai sango sochi) or specified item 2 measures (tokutei dai nigo sochi) need to be applied to the bank, and (ii) Additional Tier 1 instruments and Tier 2 instruments under Basel III issued by a bank holding company must be written down or converted into common shares when the Prime Minister confirms that specified item 2 measures (tokutei dai nigo sochi) need to be applied to the bank holding company.

Further, under a possible model of Single Point of Entry (“SPE”) resolution described in the Japanese TLAC regulations published by the Financial Services Agency in March 2019, if the Financial Services Agency determines that a material subsidiary in Japan of a Japanese financial institution that is a G-SIB is non-viable due to material deterioration of its financial condition after recognizing that it is or is likely to be unable to fully perform its obligations with its assets, or that it has suspended, or is likely to suspend, repayment of its obligations, and issues an order concerning restoration of financial soundness, including recapitalization and restoration of liquidity of such material subsidiary, to the resolution entity in Japan of such financial institution, the material subsidiary’s internal TLAC instruments will be written off or, if applicable, converted into equity in accordance with the applicable terms of such internal TLAC instruments. Following the write-off or conversion of internal TLAC instruments, if the Prime Minister recognizes that the resolution entity in Japan of the financial institution is or is likely to be unable to fully perform its obligations with its assets, or that it has suspended or is likely to suspend, repayment of its obligations, as a result of the resolution entity’s loans to, or other investment in, its material subsidiaries that are designated by the Financial Services Agency as being systemically important or that are subject to TLAC requirements or similar requirements imposed by a relevant foreign authority, becoming subject to loss absorption or otherwise, and further recognizes that the failure of such resolution entity is likely to cause a significant disruption to the Japanese financial market or system, the Prime Minister may, following deliberation by the Financial Crisis Management Meeting, confirm that specified item 2 measures (tokutei dai nigo sochi) need to be applied to the resolution entity for its orderly resolution.

Capital Injection by the Government

The Strengthening Financial Functions Act (*Kinyu Kinou no Kyouka no tame no Tokubetsu Sochi ni kansuru Houritsu*) (Act No. 128 of 2004, as amended) was enacted on June 18, 2004 in order to establish a scheme of public money injection into financial institutions and thereby enhance the soundness of such financial institutions on or prior to March 31, 2008 and revitalize economic activities in the regions where they do business. On December 17, 2008, a part of the law was amended, relaxing certain requirements for public money injection into Japanese banks, bank holding companies and other financial institutions under the prior scheme and extending the period of application to March 31, 2012. These amendments aim to promote not only the strengthening of the soundness of such financial institutions but also the extension of loans or other forms of credit to small and medium-sized enterprises in order to revitalize local economies. In response to the Great East Japan Earthquake, the law was amended in July 2011 to extend the period for application to March 31, 2017 and to include special exceptions for disaster-affected financial institutions. In 2016, the law was further amended to extend the period for application to March 31, 2022. Furthermore, in order to strengthen business bases of financial institutions by addressing the effects resulting from COVID-19 and preventive measures against the coronavirus pandemic, the act was amended in August 2020 to extend the period for application to March 31, 2026 and special exceptions were established for financial institutions that need to improve their capital adequacy due to the adverse effects of COVID-19. None of the financial institutions within the Mizuho group are subject to such special exceptions. In July 2021, certain amendments to the law became effective, which, in order to sustain the financial functions for the revitalization of local economies in regions where the population is decreasing, etc., established a grant scheme to support financial institutions that aim to drastically strengthen their business foundation by mergers and other business integration. Application for the grant is open until March 31, 2026.

Bank Holding Companies

Under the amendments to the Banking Act, which became effective from April 2017, a bank holding company is required to administrate the businesses of the bank holding company group and is, in principle, prohibited from carrying out businesses other than administrating such businesses and matters incidental to such businesses; however, given prior approval of the Prime Minister, a bank holding company may carry out certain operations common to its group companies so as to improve the efficiency of their operations. Business activities for subsidiaries of bank holding companies are limited to certain finance-related businesses and incidental businesses as set forth in the Banking Act.

The Anti-Monopoly Act (*Shiteki Dokusen no Kinshi oyobi Kousei Torihiki no Kakuho ni kansuru Houritsu*) (Act No. 54 of 1947, as amended) prohibits a bank from holding more than 5% of another domestic company's voting rights. This does not apply to a bank holding company, although the bank holding company is subject to general shareholding restrictions under the Anti-Monopoly Act. The Banking Act does, however, in principle, prohibit a bank holding company and its subsidiaries, on an aggregate basis, from holding more than 15% (in contrast to 5%, on an aggregate basis, in the case of a bank and its subsidiaries) of the voting rights of certain types of domestic companies not permitted to become subsidiaries of bank holding companies. Despite the foregoing shareholding restrictions, under the amendments to the Banking Act, which became effective from April 2017, bank holding companies and banks, with prior approval of the Prime Minister, can acquire and own voting rights of companies whose businesses contribute or are expected to contribute to the increased sophistication of the banking business or the enhancement of customer convenience by utilizing information and communication technology ("advanced banking service company") that exceed the threshold of the voting rights described above. In November 2021, certain amendments to the Banking Act became effective, under which the businesses that contribute to the support and creation of sustainable societies, including revitalization of local economies, were added to the businesses of the advanced banking service company, and the standards for the approval applicable to certain sector businesses were relaxed.

Financial Instruments and Exchange Act

The Financial Instruments and Exchange Act (*Kinyu Shouhin Torihiki Hou*) requires Mizuho Financial Group to file with the Director General of the Kanto Local Finance Bureau an annual securities report including consolidated and non-consolidated financial statements in respect of each financial period, supplemented by semiannual securities reports (starting from the fiscal year ending March 31, 2025, instead of a quarterly securities report that we were required to file until the fiscal year ended March 31, 2024, due to certain amendments to this law that became effective in April 1, 2024) and extraordinary reports.

Under the Financial Instruments and Exchange Act, registered Financial Instruments Business Operators (*kinyu-shouhin torihiki gyousha*), such as Mizuho Securities, as well as Registered Financial Institutions (*touroku kinyu kikan*), such as Mizuho Bank and Mizuho Trust & Banking, are required to provide customers with detailed disclosure regarding the financial products they offer and take other measures to protect investors, including a delivery of explanatory documents to such customers prior to and upon the conclusion of transactional agreements.

Financial Instrument Business Operators and Registered Financial Institutions are subject to the supervision of the Financial Services Agency pursuant to delegation by the Prime Minister of Japan. Some of the supervisory authority of the Financial Services Agency is further delegated to the Securities and Exchange Surveillance Commission, which exercises its supervisory power over such registered institutions by conducting site inspections and requesting information necessary for such inspections. Non-compliance or interference with such inspection may result in such registrants being subject to criminal penalty under the Financial Instruments and Exchange Act.

Certain amendments to the Financial Instruments and Exchange Act and the Banking Act, which came into effect in June 2009, abolished the ban on concurrent posts held by senior officers and employees within a

financial group and required banks, securities firms and insurance firms to establish systems for managing conflicts of interest in order to protect customers' interests and expanded the types of business services that banks and certain other financial firms can provide. In June 2021, certain amendments to the Cabinet Office Ordinance under the Financial Instruments and Exchange Act became effective, which relaxed the firewall regulations to allow non-public information, etc. of foreign company customers to be shared within a financial group. In addition, on June 22, 2022, certain amendments to the Cabinet Office Ordinance under the Financial Instruments and Exchange Act became effective, which relaxed the firewall regulations to allow non-public information, etc. of certain subject companies such as listed companies, etc. to be shared within a financial group without consent of such companies, but required financial institutions to establish measures to respond to a request from relevant companies for suspension of sharing of such non-public information, etc. At the same time, financial institutions are required to strengthen the effectiveness of measures to prevent market abuse.

Sales of Financial Products

As a result of financial deregulation, more financial products, including highly structured and complicated products, can now be more freely marketed to customers. In response to this, the Act of Sales of Financial Products (*Kinyu Shouhin no Hanbai tou ni kansuru Houritsu*) (Act No. 101 of 2000, as amended), effective from April 2001, introduced measures to protect financial service customers by: requiring financial service providers to provide customers with certain important information, including risks with respect to deficit of principal associated with the financial products they offer and any restrictions on the period for exercising rights or the period for rescission, unless the customers fall within the ambit of professional investors or express their intent to the contrary; and holding financial service providers liable for damages caused by a failure to follow those requirements. The amount of loss of principal is refutably presumed to be the amount of damages. Additionally, the law requires financial service providers to follow certain regulations on solicitation measures as well as to endeavor to solicit customers in an appropriate manner and formulate and publicize a solicitation policy.

In November 2021, certain amendments to the law became effective, by which amendments the name of the law was changed to “the Act of Provision of Financial Services (*Kinyu Sabisu no Teikyou ni kansuru Houritsu*)” and the “financial services intermediary business” was newly introduced thereunder. Under a single registration for financial services intermediary business, registrants are able to provide intermediary services of each of banking, securities and insurance. Providers of financial services intermediary business are not required to belong to a specific financial institution, but must comply with certain regulations to protect customers, including limitations on the type of services that they may provide, prohibitions on the acceptance of assets of customers and the lodging of a security deposit. In February 2024, the name of the law was changed to “Act on Provision of Financial Services and the Development of the Accessibility Environment Thereto (*Kinyu Sabisu no Teikyo oyobi Riyo Kankyo no Seibi to ni kansuru Houritsu*)”.

Self-Assessment and Reserves

Financial institutions are required to establish a self-assessment program that complies with related laws such as the Financial Reconstruction Act (*Kinyu Kinou no Saisei no tameno Kinkyu Sochi ni kansuru Houritsu*) (Act No. 132 of 1998, as amended). Financial institutions are required to analyze their assets, giving due consideration to accounting principles and other applicable rules, and to classify their assets into four categories according to asset recovery risk and risk of impairment based on the classification of the obligor (normal obligors, watch obligors, intensive control obligors, substantially bankrupt obligors and bankrupt obligors), taking into account the likelihood of repayment and the risk of impairment to the value of the assets. The results of self-assessment should be reflected in the write-off and allowance according to the standard established by financial institutions pursuant to the guidelines issued by the Japanese Institute of Certified Public Accountants, etc. Based on the results of the self-assessment, financial institutions may establish reserve amounts for their loan portfolio as may be considered adequate at the relevant balance sheet date, even if all or part of such reserves may not be immediately tax deductible under Japanese tax law.

Financial institutions are, in principle, required to determine probable losses by multiplying the amount of claims by the classification of obligors by probable loss ratio, and establish general reserves equivalent to such probable losses for normal obligors and watch obligors (including control obligors). For intensive control obligors, substantially bankrupt obligors and bankrupt obligors, specific reserves corresponding to the amount of bad debt of each obligor are required to be established.

In addition, in December 2019, the Financial Services Agency announced the “JFSA’s supervisory approaches to lending business and loan loss provisioning,” which sets forth fundamental policies concerning estimates that more accurately reflects recognized credit risks to establish reserves taking into account the lending policy of each bank and actual financial status of each obligor, using the aforementioned reserves practice as a starting point.

Credit Limits

The Banking Act restricts the aggregate amount of exposure to any single customer or customer group for the purposes of avoiding excessive concentration of credit risks and promoting the fair and extensive utilization of bank credit. The limits applicable to a bank holding company and bank with respect to their aggregate exposure to any single customer or customer group are established by the Banking Act and regulations thereunder. The Banking Act and the related regulations were amended, which became effective from December 2014, to tighten the previous restrictions to meet international standards. As a result of these amendments, the credit limit for a single customer or a customer group was set at 25% of the total qualifying capital, with certain adjustments, of the bank holding company or bank and its subsidiaries and affiliates. In addition, in light of the Basel Committee on Banking Supervision’s final standard regarding the larger exposure framework published in April 2014, further amendments to the cabinet order and related regulations under the Banking Act became effective in April 2020, which tighten the credit limit for (i) a single customer or a customer group, applicable to bank holding companies and banks with international operations, to 25% of Tier 1 capital instead of the total qualifying capital, and (ii) G-SIBs, applicable to Japanese G-SIBs such as us, to 15% of Tier 1 capital, and introduced a look-through approach concerning credit to funds and securitized products, and require recognition of the amount of exposures reduced by credit risk mitigation methods as exposures to credit risk mitigation providers.

Restriction on Shareholdings

The Act on Limitation on Shareholding by Banks and Other Financial Institutions (*Ginkou tou no Kabushiki tou no Hoyu no Seigen tou ni kansuru Houritsu*) (Act No. 131 of 2001, as amended) requires Japanese banks (including bank holding companies) and their subsidiaries to limit the aggregate market value (excluding unrealized gains, if any) of their holdings in equity securities to an amount equal to 100% of their Tier 1 capital in order to reduce exposure to stock price fluctuations.

Share Purchase Program

The Banks’ Shareholdings Purchase Corporation was established in January 2002 in order to purchase shares from banks and other financial institutions until September 30, 2006 pursuant to the Act on Limitation on Shareholding by Banks and Other Financial Institutions. The Banks’ Shareholdings Purchase Corporation is allowed to resume purchases of shares held by financial institutions as well as shares of financial institutions held by non-financial institutions, up to a maximum amount of ¥20 trillion between March 12, 2009 and March 31, 2022. In November 2021, certain amendments to the Act on Limitation on Shareholding by Banks and Other Financial Institutions became effective, under which the abovementioned ends of the purchase period and the duration of the Banks’ Shareholdings Purchase Corporation were extended to March 31, 2026 and March 31, 2036, respectively. The Banks’ Shareholdings Purchase Corporation purchased ¥1,980.2 billion of shares during the period from March 12, 2009 through March 31, 2024. The Banks’ Shareholdings Purchase Corporation will dispose of the purchased shares by March 31, 2036, the end of the duration of the Banks’ Shareholdings Purchase Corporation, by taking into consideration the effects on the stock market.

The Bank of Japan also purchased ¥387.8 billion of shares held by banks and other financial institutions during the period from February 23, 2009 through April 30, 2010. The Bank of Japan will dispose of the purchased shares between April 2016 and March 31, 2026, by taking into consideration the effects on the stock market.

Protection of Personal Information

The Act on the Protection of Personal Information (*Kojin Jouhou no Hogo ni kansuru Houritsu*) (Act No. 57 of 2003, as amended) and related guidelines impose various requirements on businesses, including us, that use databases containing personal information, such as appropriate custody of such information and restrictions on information sharing with third parties. Non-compliance with the order issued by the Personal Information Protection Commission to take necessary measures to comply with the law could subject us to criminal and/or administrative sanctions.

Prevention of Money Laundering

Under the Act on Prevention of Transfer of Criminal Proceeds (*Hanzai ni yoru Shueki no Iten Boushi ni kansuru Houritsu*) (Act No. 22 of 2007, as amended), which addresses money laundering and terrorism concerns, financial institutions and other entities such as credit card companies are required to perform customer identification, submit suspicious transaction reports and maintain records of transactions. Certain amendments to the law became effective in April 2013, which tightened, among other things, customer identification requirements. Further amendments to the law were promulgated in November 2014 and became effective on October 1, 2016 for clarification of the judgment method of suspicious transactions, strict verification at the time of the conclusion of correspondence contracts and expansion of the obligation for business operators to make efforts to develop necessary systems.

In February 2018, the Financial Services Agency issued “Guidelines for Anti-Money Laundering and Combating the Financing of Terrorism” to clarify the basic stance on risk management practices against money laundering and terrorists financing in order to encourage financial institutions to improve their regimes to effectively prevent money laundering and terrorists financing. The guidelines were partially revised from time to time with the intent to, among other things, further enhance financial institutions’ risk management for anti-money laundering and combating the financing of terrorism.

Act on Protection, etc. of Depositors and Postal Saving Holders from Unauthorized Automated Withdrawal, etc. Using Counterfeit Cards, etc. and Stolen Cards, etc.

The Act on Protection, etc. of Depositors and Postal Saving Holders from Unauthorized Automated Withdrawal, etc. Using Counterfeit Cards, etc. and Stolen Cards, etc. (*Gizou Kaado tou oyobi Tounan Kaado tou wo Mochiite Okonawareru Fuseina Kikaishiki Yochokin Haraimodoshi tou karano Yochokinsha no Hogo tou ni kansuru Houritsu*) (Act No. 94 of 2005, as amended) requires financial institutions to establish internal systems to prevent illegal withdrawals of deposits using forged or stolen bank cards. The law also requires financial institutions, among other matters, to, in principle, compensate depositors for any amount illegally withdrawn using stolen bankcards, and treat illegal withdrawals using forged bankcards as invalid, in each case unless the financial institution can verify that it acted in good faith without negligence and that there was gross negligence on the part of the relevant account holder.

Economic Security Promotion Act

On May 18, 2022, the Act on the Promotion of Ensuring National Security through Integrated Implementation of Economic Measures (the “Economic Security Promotion Act”) (*Keizai Shisaku wo Ittaiteki ni Kozuru koto ni yoru Anzen Hoshou no Kakuho no Suishin ni kansuru Houritsu*) (Act No. 43 of 2022, as amended) was promulgated, and became fully effective in May 2024. One of the purposes of this law is to ensure the stable

provision of Essential Infrastructure Services (electricity, gas, water, financial services, etc.) (tokutei shakai kiban ekimu). For such purpose, Specified Essential Infrastructure Service Providers (tokutei shakai kiban jigyo sha) are subject to prior filing and screening by the authorities when intending to introduce Specified Critical Facilities (tokutei juyo setsubi) or to entrust another enterprise to conduct critical maintenance, management and control of Specified Critical Facilities. The authorities may issue recommendations and orders based on the outcomes of such filings and screenings. On November 16, 2023, among our subsidiaries, Mizuho Bank, Ltd., Mizuho Securities Co., Ltd. and Mizuho Electronic Monetary Claim Recording Co., Ltd were designated as Specified Essential Infrastructure Service Providers.

Capital Adequacy

The capital adequacy guidelines applicable to Japanese banks and bank holding companies with international operations supervised by the Financial Services Agency closely follow the risk-adjusted approach proposed by the Bank for International Settlements and are intended to further strengthen the soundness and stability of Japanese banks. Under the risk-based capital framework of these guidelines, balance sheet assets and off-balance-sheet exposures are assessed according to broad categories of relative risk, based primarily on the credit risk of the counterparty, country transfer risk and the risk regarding the category of transactions.

In December 2010, the Basel Committee on Banking Supervision (“BCBS”) issued its Basel III rules text, which builds on the International Convergence of Capital Measurement and Capital Standards document (“Basel II”), to strengthen the regulation, supervision, and risk management of the banking sector. Basel III text presents the details of global regulatory standards on bank capital adequacy and liquidity. The rules text sets out higher and better-quality capital, better risk coverage, the introduction of a leverage ratio as a backstop to the risk-based requirement, measures to promote the build-up of capital that can be drawn down in periods of stress, and the introduction of two global liquidity standards. For further information of the leverage ratio and the two global liquidity standards, see “Leverage Ratio” and “Liquidity” below, respectively.

The Financial Services Agency’s revisions to its capital adequacy guidelines became effective from March 31, 2013, which generally reflect rules in the Basel III text that have been applied from January 1, 2013.

Under the revised guidelines, the minimum capital adequacy ratio is 8% on both a consolidated and non-consolidated basis for banks with international operations, such as Mizuho Bank and Mizuho Trust & Banking or on a consolidated basis for bank holding companies with international operations, such as Mizuho Financial Group. Within the minimum capital adequacy ratio, the Common Equity Tier 1 capital requirement is 4.5% and the Tier 1 capital requirement is 6.0%.

Japanese banks with only domestic operations and bank holding companies the subsidiaries of which operate only within Japan are subject to the revised capital adequacy guidelines that have been applied from March 31, 2014, and those banks and bank holding companies are required to have a minimum Core Capital ratio of 4%. However, those banks and bank holding companies that apply the internal rating based approach are required to have a minimum Common Equity Tier 1 ratio of 4.5% on both a consolidated and non-consolidated basis, calculated on the assumption that the banks and bank holding companies are those with international operations.

Under the revised capital adequacy guidelines based on the Basel III rules that have been applied to banks and bank holding companies each with international operations from March 31, 2013, there are regulatory adjustments such as goodwill and other intangibles, deferred tax assets, investments in the capital of banking, financial and insurance entities etc. that shall be deducted under certain conditions for the purpose of calculating capital adequacy ratios, and the requirements of regulatory adjustments were enhanced under the revised capital adequacy guidelines. For example, under the capital adequacy guidelines prior to the revision thereto under the Basel III rules, the maximum amount of net deferred tax assets under Japanese GAAP that major Japanese banks, including bank holding companies, could record without diminishing the amount of Tier 1 capital for purposes of

calculating capital adequacy ratio was 20% of Tier 1 capital. Under the revised capital adequacy guidelines based on the Basel III rules, deferred tax assets that arise from temporary differences will be recognized as part of Common Equity Tier 1 capital, with recognition capped at 10% of Common Equity Tier 1 capital under certain conditions, while other deferred tax assets, such as those relating to net loss carryforwards, will be deducted in full from Common Equity Tier 1 capital net of deferred tax liabilities.

In November 2015, the Financial Services Agency published revised capital adequacy guidelines and related ordinances to introduce the capital buffer requirements under the Basel III rules for Japanese banks and bank holding companies with international operations, which include the capital conservation buffer, the countercyclical buffer and the additional loss absorbency requirements for G-SIBs and domestic systemically important banks (“D-SIBs”). These guidelines have become effective on March 31, 2016. The capital conservation buffer, the countercyclical buffer and the additional loss absorption capacity requirement for G-SIBs and D-SIBs must be met with Common Equity Tier 1 capital under the revised guidelines, and if such buffer requirements are not satisfied, a capital distribution constraints plan is required to be submitted to the Financial Services Agency and carried out. The capital conservation buffer is 2.5% from March 2019. In addition, subject to national discretion by the respective regulatory authorities, if the relevant national authority judges a period of excess credit growth to be leading to the build-up of system-wide risk, a countercyclical buffer ranging from 0% to 2.5% would also be imposed on banking organizations. The countercyclical buffer is a weighted average of the buffers deployed across all the jurisdictions to which the banking organization has credit exposures. Further, we were designated as both a G-SIB and D-SIB, and the additional loss absorption capacity requirement applied to us was 1.0%. The additional loss absorption capacity requirement was the same as that imposed by the Financial Stability Board, which is 1.0% from March 2019.

Under the capital adequacy guidelines, banks and bank holding companies with international operations are required to measure and apply capital charges with respect to their credit risk, market risk and operational risk.

Under the guidelines, banks and bank holding companies have several choices for the methodologies to calculate their capital requirements for credit risk and market risk. Approval of the Financial Services Agency is necessary to adopt advanced methodologies for calculation, and Mizuho Financial Group started to apply the advanced internal ratings-based (AIRB) approach for the calculation of credit risk from the fiscal year ended March 31, 2009.

In December 2017, BCBS published the finalized Basel III reforms endorsed by the Group of Central Bank Governors and Heads of Supervision. The finalized reforms complement the initial phase of Basel III reforms set forth above, seek to restore credibility in the calculation of risk-weighted assets and improve the comparability of banks’ capital ratios. Such reforms include the following elements:

- a revised standardized approach for credit risk, which is designed to improve the robustness and risk sensitivity of the existing approach;
- revisions to the internal ratings-based approach for credit risk, where the use of the most advanced internally modelled approaches for low-default portfolios will be limited;
- revisions to the credit valuation adjustment (CVA) framework, including the removal of the internally modelled approach and the introduction of a revised standardized approach;
- a revised standardized approach for operational risk, which will replace the existing standardized approaches and the advanced measurement approaches;
- revisions to the capital floor, under which banks’ risk-weighted assets generated by internal models must be no lower than 72.5% of the total risk-weighted assets as calculated using only the standardized approaches under the revised Basel III framework; and
- requirements to disclose risk-weighted assets based on the standardized approaches.

In addition, under the finalized Basel III reforms, G-SIBs are required to meet a leverage ratio buffer, which takes the form of a Tier 1 capital buffer set at 50% of the applicable G-SIB's risk-weighted capital buffer, and various refinements are made to the definition of the leverage ratio exposure measure based on the text of the leverage ratio framework issued by the BCBS in January 2014.

In April and November 2022, the Financial Services Agency published amendments to the regulatory notices regarding operational risk, credit risk, market risk and CVA risk under the Basel III finalization framework. The Basel III finalization framework in Japan applies to all Japanese banks and bank holding companies with international operations and Japanese banks and bank holding companies with only domestic operations that have been using internal model-based approaches for measuring risks, starting from March 31, 2024, except for banks and bank holding companies that have notified the Financial Services Agency that they wish to implement the Basel III finalization framework earlier. For the banks and bank holding companies to which the Basel III finalization framework applies from March 31, 2024, the revisions to the capital floor were phased in from March 31, 2024, with the initial capital floor of 50%, and are scheduled to be fully implemented at 72.5% from March 31, 2029.

Leverage Ratio

The leverage ratio framework is critical and complementary to the risk-based capital framework that will help ensure broad and adequate capture of both on- and off-balance sheet sources of banks' leverage. This simple, non-risk-based measure will restrict the build-up of excessive leverage in the banking sector to avoid destabilizing deleveraging processes that can damage the broader financial system and the economy. Implementation of the leverage ratio requirements began with bank-level reporting to national supervisors of the leverage ratio and its components, and public disclosure is required from January 2015. Basel III's leverage ratio is defined as the "capital measure" (numerator) divided by the "exposure measure" (denominator) and is expressed as a percentage. The capital measure is defined as Tier 1 capital, and the minimum leverage ratio is defined as 3%. The Financial Services Agency applied the requirement from March 31, 2019 to meet the minimum leverage ratio for bank holding companies and banks with international operations.

In July 2022, the Financial Services Agency published amendments to the regulatory notices regarding the leverage ratio requirements under the finalized definition of the leverage ratio exposure measure, and the leverage ratio buffer requirement for G-SIBs, and the leverage ratio buffer requirement for G-SIBs took effect from March 31, 2023. With the commencement of the Basel III finalization framework in Japan, the leverage ratio regulations under the finalized definition of the leverage ratio exposure measure apply to all Japanese banks with international operations and Japanese banks with only domestic operations that have been using internal model-based approaches for measuring risks, starting from March 31, 2024, except for financial institutions that implement the Basel III finalization framework earlier.

In addition, in November 2022, the Financial Services Agency published the revised ordinances regarding the leverage ratio buffer requirement for G-SIBs under the finalized Basel III reforms with effect from March 2023, under which, if such buffer requirements are not satisfied, a capital distribution constraints plan is required to be submitted to the Financial Services Agency and carried out.

In June 2020, a temporary measure to exclude amounts of deposits held at the Bank of Japan from the calculation of leverage ratio exposure due to the uncertainty of the impact of COVID-19 was introduced, which remained effective until March 31, 2024. In November 2022, the Financial Services Agency amended the leverage ratio regulations, raising the minimum leverage ratio from 3% to 3.15% and adding 0.05% to the leverage ratio buffer requirement for G-SIBs, while continuing to exclude amounts of deposits held at the Bank of Japan from the calculation of the leverage ratio exposure, taking into account exceptional macroeconomic conditions and other circumstances. This amendment has been applied starting from April 1, 2024.

Liquidity

There are two minimum standards for funding liquidity: LCR and NSFR (each as defined below).

The liquidity coverage ratio (“LCR”) is intended to promote resilience to potential liquidity disruptions over a thirty-day horizon and help ensure that global banks have sufficient, unencumbered, high-quality liquid assets (“HQLA”) to offset the net cash outflows, it could encounter under an acute short-term stress scenario. The Group of Central Bank Governors and Heads of Supervision (“GHOS”) agreed on a revised LCR standard on January 6, 2013, and the BCBS issued the text of the revised LCR standard on January 7, 2013. The LCR guidelines of the Financial Services Agency, which reflect the rules in such text, have been applied to banks and bank holding companies with international operations from March 31, 2015. Under the LCR guidelines, LCR is defined as the ratio obtained by dividing the sum of the amounts of HQLA by the amount of net cash outflows, each as defined in and calculated pursuant to such guidelines. In accordance with the LCR standard under the LCR guidelines, the stock of unencumbered HQLA is to constitute “level 1” assets, which include cash, central bank reserves and certain marketable securities backed by sovereigns and central banks, and “Level 2” assets, which include certain government securities covered bonds, corporate debt securities and, to a limited extent, lower-rated corporate bonds, residential mortgage-backed securities and equities that meet certain conditions. “Level 2” assets are subject to certain haircuts based on types of securities and credit ratings. The regulatory minimum requirement of LCR is 100% on both a consolidated and non-consolidated basis for banks with international operations or on a consolidated basis for bank holding companies with international operations. The BCBS issued final requirements for LCR-related disclosures on January 12, 2014, and the LCR disclosure guidelines of the Financial Services Agency, which reflect such requirements, have been applied to banks and bank holding companies with international operations from June 30, 2015. The LCR disclosure guidelines require such banks and bank holding companies to disclose their LCR in common templates starting from information as of June 30, 2015.

The net stable funding ratio (“NSFR”) requires a minimum amount of stable sources of funding at a bank relative to the liquidity profiles of the assets, as well as the potential for contingent liquidity needs arising from off-balance sheet commitments, over a one-year horizon. The BCBS finalized the NSFR framework in October 2014. In March 2021, the Financial Services Agency published amendments to the regulatory notices and guidelines pertaining to liquidity ratio requirements under which the NSFR was introduced in Japan with effect from September 30, 2021. Under the NSFR guidelines, NSFR is defined as the ratio obtained by dividing the sum of the amounts of available stable funding by the amount of required stable funding, each as defined in and calculated pursuant to such guidelines. The regulatory minimum requirement of NSFR is 100% on both a consolidated and non-consolidated basis for banks with international operations or on a consolidated basis for bank holding companies with international operations. The BCBS issued final requirements for NSFR-related disclosures on June 22, 2015, and the NSFR disclosure guidelines of the Financial Services Agency, which reflect such requirements, have been applied to banks and bank holding companies with international operations from September 30, 2021. The NSFR disclosure guidelines require such banks and bank holding companies to disclose their NSFR in common templates starting from September 30, 2021.

Total Loss Absorbing Capacity

Related to regulatory capital requirements, in November 2015, the FSB issued the final TLAC standard for G-SIBs. The TLAC standard has been designed so that failing G-SIBs will have sufficient loss-absorbing and recapitalization capacity available in resolution for authorities to implement an orderly resolution. G-SIBs are required to meet the TLAC requirement alongside the minimum regulatory requirements set out in the Basel III framework.

Following the publication of the final TLAC standards for G-SIBs by the FSB, in April 2016, the Financial Services Agency published an explanatory paper outlining its approach for the introduction of the TLAC framework in Japan, and a revised version of this document was published in April 2018. In March 2019, the Financial Services Agency published regulatory notices and related materials to implement the TLAC

requirements in Japan, which (i) has been fully applied from March 31, 2022 for Japanese G-SIBs, and (ii) has been fully applied from March 31, 2024 for a financial group designated as a D-SIB by the Financial Services Agency which is deemed to be in particular need of a cross-border resolution arrangement and to be of particular systemic significance to the Japanese financial system in the event of its failure (together with Japanese G-SIBs, the “Covered SIBs”). According to the Financial Services Agency’s approach above, which is subject to change based on future international discussions, the preferred resolution strategy for the Covered SIBs is SPE resolution, in which resolution tools are applied to the ultimate holding company of a group by a single national resolution authority, although the actual measures to be taken will be determined on a case-by-case basis considering the actual condition of the relevant Covered SIB in crisis. To implement this SPE resolution strategy effectively, the Financial Services Agency requires the ultimate holding company in Japan of the relevant Covered SIB designated as the resolution entity in Japan of such Covered SIB by the Financial Services Agency (the “Domestic Resolution Entity”) to (i) meet the minimum external TLAC requirements, and (ii) cause its material subsidiaries or material sub-groups that are designated as systemically important by the Financial Services Agency or that are subject to TLAC requirements or similar requirements by the relevant foreign authority to maintain a certain level of capital and debt recognized as having loss-absorbing and recapitalization capacity, or internal TLAC. Under the Japanese TLAC regulations, the Financial Services Agency designated Mizuho Financial Group as the Domestic Resolution Entity, which is subject to the external TLAC requirements in Japan, and designated Mizuho Bank, Mizuho Trust & Banking and Mizuho Securities as Mizuho Financial Group’s material subsidiaries in Japan which are subject to Japan’s internal TLAC requirements. In addition, under the Japanese TLAC regulations, G-SIBs are required to meet a minimum TLAC requirement of, from March 31, 2022 to date, at least 18% of the resolution group’s risk-weighted assets and, from March 31, 2022 until March 31, 2024, at least 6.75% of the Basel III leverage ratio denominator. Japanese G-SIBs are allowed to count the Japanese Deposit Insurance Fund Reserves in an amount equivalent to 3.5% of their consolidated risk-weighted assets as their external TLAC.

In June 2020, a temporary measure to exclude amounts of deposits held at the Bank of Japan from the calculation of the external TLAC ratio on a total exposure basis due to the uncertainty of the impact of COVID-19 was introduced, which remained effective until March 31, 2024. In addition, in November 2022, the Financial Services Agency amended the TLAC regulations, raising the minimum TLAC ratio on a total exposure basis from 6.75% to 7.10%, while continuing to exclude amounts of deposits held at the Bank of Japan from the calculation of the external TLAC ratio on a total exposure basis, taking into account exceptional macroeconomic conditions and other circumstances. This amendment has been applied starting from April 1, 2024.

Recovery and Resolution Plan

In November 2023, the Financial Stability Board published the latest list of G-SIBs. The list is annually updated by the Financial Stability Board in each November, and the list as of November 2023 continues to include us. A recovery and resolution plan must be put in place for each G-SIB and be regularly reviewed and updated. In Japan, under the Comprehensive Guidelines for Supervision of Major Banks, etc., as part of crisis management, financial institutions identified as G-SIBs must prepare and submit a recovery plan, which includes the triggers to implement the recovery plan and an analysis of recovery options, to the Financial Services Agency, and the Financial Services Agency must prepare a resolution plan for each G-SIB.

United States

As a result of our operations in the United States, we are subject to extensive U.S. federal and state supervision and regulation. We engage in U.S. banking activities through Mizuho Bank’s branches and representative offices located in New York, Chicago, Los Angeles, Houston, Atlanta, Dallas, San Francisco, and Washington, D.C. We also own one bank in the United States, Mizuho Bank (USA), which is engaged primarily in banking services, trust services and custody business, and a U.S. broker-dealer, Mizuho Securities USA LLC, which is engaged in the securities business.

The Bank Secrecy Act, as amended by the USA PATRIOT Act of 2001 (the “PATRIOT Act”), contains measures to prevent, detect and prosecute terrorism and international money laundering by imposing significant compliance and due diligence obligations, creating crimes and penalties and expanding the extraterritorial jurisdiction of the United States. The Bank Secrecy Act, as amended, imposes anti-money laundering compliance obligations on U.S. financial institutions, including the U.S. offices of foreign banks. Federal and state regulatory and law enforcement authorities closely scrutinize the compliance by financial institutions with the Bank Secrecy Act and anti-money laundering rules.

Mizuho Financial Group, Mizuho Bank and Mizuho Americas are financial holding companies (“FHCs”) within the meaning of the U.S. Bank Holding Company Act of 1956, as amended (the “BHCA”), and are subject to regulation and supervision thereunder by the Federal Reserve. As a matter of law, these three companies are required to act as a source of financial strength to Mizuho Bank (USA). The BHCA generally prohibits us from acquiring, directly or indirectly, the ownership or control of more than 5% of any class of voting shares of any company engaged in the United States in activities other than banking or activities that are financial in nature or incidental or complementary to financial activity. This general prohibition is subject to certain exceptions, including an exception that permits us to acquire up to 100% of the voting interests in any company engaged in nonfinancial activities that we do not routinely manage, generally for a period of up to 10 years, under our merchant banking authority. In addition, U.S. regulatory approval is generally required for us to acquire more than 5% of any class of voting shares of a U.S. bank, savings association or bank holding company.

As FHCs, we, Mizuho Bank, and Mizuho Americas and the companies under their control are permitted to engage in a broader range of activities in the U.S. and abroad than permitted for bank holding companies and their subsidiaries. For example, FHC status under the BHCA permits banking groups in the United States to engage in comprehensive investment banking businesses, such as the underwriting of and dealing in corporate bonds, equities and other types of securities, and therefore enables our group to promote our investment banking business on a broader basis in the United States. FHC status also permits banking groups in the United States to engage in merchant banking activities, as described above.

To retain our status as an FHC, we must also comply with certain additional regulatory requirements. For example, we and each of our U.S. insured depository institution subsidiaries with operations in the United States must be “well capitalized.” We and each of our U.S. insured depository institution subsidiaries must also be “well managed,” including that we and they maintain supervisory ratings that are at least satisfactory. Further, Mizuho Financial Group and Mizuho Bank must also meet such capital standards as calculated under their home country standards (which must be comparable to the capital required for a U.S. bank) and must be well managed under standards comparable to those required for a U.S. bank. Failure to comply with such requirements would require us to prepare a remediation plan, and we would not be able to undertake new business activities or acquisitions based on our status as an FHC during any period of noncompliance without the prior approval of the Federal Reserve Board, and divestiture or termination of certain business activities, or termination of our U.S. branches and agencies, may be required as a consequence of failing to correct such conditions within 180 days.

U.S. branches, agencies and representative offices of foreign banks must be licensed, and are also supervised and regulated, by either a state banking authority or by the Office of the Comptroller of the Currency (“OCC”), the U.S. federal bank regulatory agency that charters and regulates national banks and federal branches and agencies of foreign banks. Each branch and representative office in the United States of Mizuho Bank is state-licensed. Under U.S. federal banking laws, state-licensed branches and agencies of foreign banks, as a general matter, may engage only in activities that would be permissible for their federally-licensed counterparts, unless the Federal Reserve Board determines that the additional activity is consistent with sound practices and such activities are permissible under applicable state law. U.S. federal banking laws also subject state-licensed branches and agencies to the same single-borrower lending limits that apply to federal branches and agencies, which are substantially similar to the lending limits applicable to national banks, but are based on the capital of the entire foreign bank.

The New York branch of Mizuho Bank is subject to supervision, examination and regulation by the New York State Department of Financial Services (“NYDFS”) as well as by the Federal Reserve. Except for a prohibition on such branch accepting retail deposits, a state-licensed branch generally has the same powers as a state-chartered bank in such state. New York State has an asset pledge requirement for branches equal to the greater of 1% of average total liabilities for the previous month or \$2 million, provided that an institution designated as a “well-rated foreign banking corporation” is permitted to maintain a reduced asset pledge with a cap of \$100 million. The NYDFS may require higher amounts for supervisory reasons. Each other U.S. branch and representative office of Mizuho Bank is also subject to regulation and examination by the state banking authority of the state in which such branch or representative office is located. The deposits of Mizuho Bank’s U.S. branches are not insured by the Federal Deposit Insurance Corporation (“FDIC”).

On the other hand, Mizuho Bank (USA) is a New York state-chartered bank that is a member of the Federal Reserve System whose deposits are insured by the FDIC. As such, Mizuho Bank (USA) is subject to regulation, supervision and examination by the Federal Reserve and the NYDFS, as well as to relevant FDIC regulation. As an FDIC-insured institution, Mizuho Bank (USA) is subject to regular insurance assessments by the FDIC, as well as occasional “special assessments.” In connection with the FDIC’s resolution of Silicon Valley Bank and Signature Bank in March 2023, U.S. government agencies invoked the “systemic risk exception” which extended FDIC insurance to depositors of the failed banks with deposits above the US\$250,000 insurance limit. In order to recover the cost associated with protecting such uninsured depositors, the FDIC adopted a final rule in November 2023 to implement a special assessment at an annual rate of approximately 13.4 basis points (0.134%) of an insured institution’s estimated uninsured deposits reported as of December 31, 2022, excluding the first \$5 billion of the insured institution’s estimated uninsured deposits. The special assessment will be due over eight quarterly periods. Based on the terms of the FDIC’s final rule, Mizuho Bank (USA) is not expected to owe a special assessment based on its uninsured deposits reported as of December 31, 2022.

In the United States, U.S.-registered broker-dealers are regulated by the U.S. Securities and Exchange Commission (the “SEC”). As a U.S.-registered broker-dealer, Mizuho Securities USA is subject to regulations that cover all aspects of the securities business, including sales methods, trade practices among broker-dealers, use and safekeeping of customers’ funds and securities, capital structure, recordkeeping, the financing of customers’ purchases and the conduct of directors, officers and employees.

In the United States, comprehensive financial regulatory reform legislation, titled the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”), provided a broad framework for significant regulatory changes across most areas of U.S. financial regulation. Among other things, federal regulations adopted pursuant to the Dodd-Frank Act address systemic risk oversight, minimum leverage and risk-based capital requirements for insured depository institutions and depository institution holding companies, and the resolution of failing systemically significant financial institutions.

The Dodd-Frank Act provides regulators with tools to impose greater capital, leverage and liquidity requirements and other prudential standards, particularly for financial institutions that pose significant systemic risk and bank holding companies with a certain level of consolidated assets. In imposing such heightened prudential standards on foreign banking organizations such as Mizuho Financial Group, the Federal Reserve Board is directed to take into account the principle of national treatment and equality of competitive opportunity, and the extent to which the foreign banking organization is subject to comparable home country standards. In February 2014, the Federal Reserve Board finalized rules (the “FBO Rules”) under Regulation YY that impose enhanced prudential standards on certain large foreign banking organizations having a U.S. presence, such as Mizuho Financial Group. Under the FBO Rules, large foreign banking organizations, including us, and their U.S. operations are subject to risk management requirements, risk-based capital and leverage limits, capital stress testing requirements, liquidity requirements and, in certain circumstances, asset management requirements. In addition, under the FBO Rules, foreign banking organizations with \$50 billion or more in total U.S. non-branch assets are required to establish or designate a separately capitalized top-tier U.S. intermediate holding company (“IHC”) that would hold its ownership interest in a substantial majority of its U.S. subsidiaries and be subject to

certain capital, liquidity and other enhanced prudential standards on an IHC consolidated basis. In consideration of certain enhanced prudential requirements under the FBO Rules, we established a new U.S. bank holding company, Mizuho Americas, a wholly owned direct subsidiary of Mizuho Bank as of July 1, 2016. Mizuho Americas is currently the holding company for our U.S. bank subsidiary, Mizuho Bank (USA), our U.S. securities broker-dealer, Mizuho Securities USA LLC, and certain other of our U.S. subsidiaries. The establishment of Mizuho Americas was part of a larger internal corporate reorganization, which was taken with the aim of, among other things, strengthening corporate governance practices and operations.

On May 24, 2018, the U.S. Economic Growth, Regulatory Relief and Consumer Protection Act (the “EGRRCPA”) was signed into law. Among other regulatory changes, the EGRRCPA raised the asset threshold for automatic application of enhanced prudential standards to banking organizations under the Dodd-Frank Act from \$50 billion in total consolidated assets to \$250 billion (which statutory threshold, in the case of foreign banking organizations (“FBOs”), is measured on the basis of total global consolidated assets). The EGRRCPA exempted banking organizations with total consolidated assets of less than \$100 billion from these enhanced prudential standards effective immediately upon enactment of the bill. The Federal Reserve, however, was granted discretionary authority to apply any enhanced prudential standards to any banking organization with between \$100 billion and \$250 billion in total consolidated assets that would otherwise be exempt under the legislation.

In October 2019, the Federal Reserve Board finalized a rule to implement the EGRRCPA’s changes to the application of enhanced prudential standards for large U.S. banking organizations and FBOs (the “Tailoring Rule”). The Tailoring Rule delineates three categories, Category II, Category III and Category IV, of enhanced prudential standards applicable to FBOs based on an FBO’s asset size and other factors such as the degree of the cross-jurisdictional activity, short-term wholesale funding, nonbank assets, and off-balance sheet exposures of an FBO’s U.S. operations. The Tailoring Rule generally determines the stringency of enhanced prudential standards applicable to FBOs based on the risk profile of the FBO’s U.S. operations, rather than its global footprint, with most enhanced prudential standards applying only to FBOs with combined U.S. assets of at least \$100 billion.

We are a Category III FBO as delineated by the Tailoring Rule as of the end of December 2023.

Also in October 2019, the Federal Reserve Board and the FDIC finalized a rule (the “Resolution Planning Rule”) that modifies resolution plan requirements according to the EGRRCPA. The Resolution Planning Rule tailors those requirements based on the category as determined by the Tailoring Rule.

Under Section 13 of the BHCA (as amended by the EGRRCPA) and its implementing regulations, also known as the “Volcker Rule,” any insured depository institution (subject to certain exceptions including for depository institutions that do not have, and are not controlled by a company that has, more than \$10 billion in total consolidated assets or significant trading assets and liabilities), any company that controls such an institution, any non-U.S. bank with branches in the United States, such as Mizuho Bank, and any affiliate or subsidiary of such entities (each, a “banking entity”) is prohibited from engaging in proprietary trading or from investing in or sponsoring private equity or hedge funds, subject to certain limited exceptions. In July 2019, U.S. federal regulatory agencies adopted amendments to the Volcker Rule regulations to implement the Volcker Rule amendments included in the EGRRCPA, and also in 2019 such U.S. federal regulatory agencies adopted certain targeted amendments to the Volcker Rule regulations to simplify and tailor certain compliance requirements relating to the Volcker Rule. In June 2020, U.S. federal regulatory agencies adopted additional revisions to the Volcker Rule’s restrictions on banking entities sponsoring and investing in certain covered hedge funds and private equity funds, including by adopting new exemptions allowing banking entities to sponsor and invest without limit in credit funds, venture capital funds, customer facilitation vehicles and family wealth management vehicles (the “Covered Fund Amendments”). The Covered Fund Amendments also loosen certain other restrictions on extraterritorial fund activities and direct parallel or co-investments made alongside covered funds.

The current regulatory environment in the United States may be impacted by future legislative developments, changes in U.S. executive administration or Congressional leadership or other events, such as the

recent bank failures and related market volatility in the United States and Europe. For example, the federal banking agencies, Congress, individual states or other regulatory bodies may revisit existing laws, regulations and supervisory expectations for banking organizations, including the Tailoring Rule, or propose new laws. The federal banking agencies have proposed a number of regulatory changes in the past year that if finalized may impact Mizuho Americas and Mizuho Bank (USA), including, for example, possible changes to regulatory capital requirements, requirements to hold long-term debt, and the requirements for resolution planning. It is not certain when or if proposed rule or guidance changes will be finalized, the extent to which the final rules would resemble the proposed rules or the extent to which such rules would apply to Mizuho Americas or Mizuho Bank (USA). The scope of any additional future legislation or regulatory developments at either the federal or state level is not possible to determine at this time, and we cannot predict what impact, if any, such future legislative or regulatory developments will have on us if and when such legislation or regulations is enacted or adopted, as applicable.

Cybersecurity and privacy developments in Europe and the U.S.

We are subject to international laws and regulations governing requirements for maintaining policies and procedures regarding the disclosure, use and protection of the non-public confidential information and personal information of our customers and employees. To comply with these various laws and regulations, we have implemented security and privacy policies and procedures for the protection of personal and confidential information across our business. These laws and regulations also impact our ability to share certain information with affiliates and non-affiliates for marketing and/or non-marketing purposes, or contact customers with marketing offers and establish certain rights of consumers in connection with their personal information. For example, the Gramm-Leach Bliley Act (“GLBA”) and rules adopted by the SEC (Regulation S-P) pursuant to GLBA regulate broker-dealers’ and investment advisers’ practices regarding the use and sharing with third parties of investors’ personal financial information and require them to disclose these practices to investors. In addition, California’s Consumer Privacy Act (“CCPA”), as modified by the California Privacy Rights Act (“CPRA”), provides consumers with the right to know what personal data is being collected, know whether their personal data is sold or disclosed and to whom and opt out of the sale of their personal data, among other rights. In addition, the EU General Data Protection Regulation (“EU GDPR”) which has been retained and transposed into the UK’s domestic law by virtue of the European Union (Withdrawal) Act 2018 (the body of law retained in the UK, together with the UK Data Protection Act 2018, is referred to herein as the “UK GDPR”) imposes obligations on the processing of personal data of data subjects (natural persons), and such obligations can apply on an extraterritorial basis. The EU GDPR, the UK GDPR and other similar data protection laws provide greater protection for data subjects by requiring, amongst other things, personal data to be processed lawfully in a fair and transparent manner, to be collected for specified, explicit and legitimate purposes, and to be limited to what is adequate or necessary in relation to those purposes. Data controllers must be able to respond to the rights of data subjects, which includes the right of individuals to access their personal data, to seek to rectify inaccurate data, to have personal data erased where processing is no longer required, to seek to restrict the processing of their personal data, and to object to the processing of their personal data. These existing and evolving legal requirements in the U.S., the EU, the UK, and other jurisdictions continue to lend uncertainty to privacy compliance globally and may require us to incur material costs with respect to compliance in the future. Further, certain violations of these data protection laws may result in penalties and losses such as significant administrative fines, e.g., in the case of the EU GDPR, up to the higher of EUR 20 million and 4% of total worldwide annual turnover.

In the United States, federal and state regulators, including the Federal Reserve, OCC, SEC and NYDFS, have increasingly focused on cybersecurity risks and responses for regulated entities and laws and regulations in this area are evolving. For example, on March 1, 2017, the revised NYDFS cybersecurity regulation became effective. The regulation applies to any person licensed or chartered by the NYDFS, including New York state-chartered banks and NYDFS-licensed branches of non-U.S. banks such as Mizuho Bank (USA) and the New York branch of Mizuho Bank, and requires each company to assess its specific risk profile periodically and design a program that addresses its risks “in a robust fashion,” including addressing risks posed by third-party

service providers, training and retention of specialized staff to address cybersecurity risks, maintaining systems designed to reconstruct material financial transactions and complying with security requirements for non-public information. Each covered entity must monitor its systems and networks and notify the superintendent of the NYDFS within 72 hours after it is determined that a material cybersecurity event has occurred. Senior management of the covered entity has been required to file an annual certification confirming compliance with the NYDFS regulations since February 15, 2018. NYDFS amended its cybersecurity regulations on November 1, 2023 for all covered entities, increasing the requirements for cybersecurity programs, including but not limited to requirements concerning assessment, certification, access, training, staff, monitoring and reporting. As part of this amendment, the 72 hour reporting requirement was extended to include cybersecurity events at affiliates and third-party service providers. Additional requirements, including independent audits of cybersecurity programs and access and endpoint monitoring, were also introduced for a new category of Class A companies. Similarly, in November 2021, the federal bank regulatory agencies issued a rule regarding notification requirements for banking organizations related to significant computer security incidents, which went into effect on May 1, 2022. Under the rule, a banking organization is required to notify the relevant federal banking regulatory agency within 36 hours of incidents that have materially disrupted or degraded, or are reasonably likely to materially disrupt or degrade, the banking organization's ability to deliver services to a material portion of its customer base, jeopardize the viability of key operations of the banking organization or pose a threat to the financial stability of the United States. In March 2023, the SEC proposed amendments to Regulation S-P that would, among other things, require broker-dealers and investment advisers to notify affected individuals of a breach involving their personal financial information within 30 days of becoming aware that it occurred. Also in 2023, the SEC adopted new and amended rules that require foreign private issuers such as Mizuho to describe their process for assessing and managing material risks from cybersecurity threats and promptly disclose any material cybersecurity incident through a Form 6-K filing. The effective dates for these rules were in December 2023. Comparable cybersecurity laws and regulations are also evolving in other jurisdictions. For example, in the EU, the Digital Operational Resilience Act, which entered into force on January 16, 2023 and will apply as of January 17, 2025, will regulate financial entities in relation to information and communication technology (ICT) risk management, including the adoption of specific mechanisms and policies for protecting against and handling ICT-related incidents and reporting major ICT-related incidents to competent authorities.

Disclosure Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act

Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012 ("Section 219") added Section 13(r) to the U.S. Securities Exchange Act of 1934, requiring each SEC reporting issuer to disclose in its annual and, if applicable, quarterly reports whether it or any of its affiliates have knowingly engaged in specified activities, transactions or dealings relating to Iran or with the Government of Iran or certain designated persons or entities involved in terrorism or the proliferation of weapons of mass destruction during the period covered by such filing. Section 219 requires disclosure even of certain activities not prohibited by U.S. or other law and even if such activities were conducted outside the United States by non-U.S. affiliates in compliance with local law.

Our affiliate Mizuho Bank is our only affiliate to have engaged in activity that is relevant for this purpose. Mizuho Bank maintains compliance policies and procedures to conform its operations to all applicable economic sanctions laws and regulations, and is increasing resources dedicated to this effort. In that context, and only after confirming that such transactions do not involve prohibited or sanctionable activity under U.S. or other economic sanctions, non-U.S. branches of Mizuho Bank engage in a limited number of activities reportable under Section 219.

No U.S. branches of Mizuho Bank were involved in any of these activities.

Activities through correspondent banking accounts

In the fiscal year ended March 31, 2024, Mizuho Bank continued to maintain accounts for Iranian banks related to the Government of Iran and a bank designated under E.O. 13224, but conducted no funds transfers

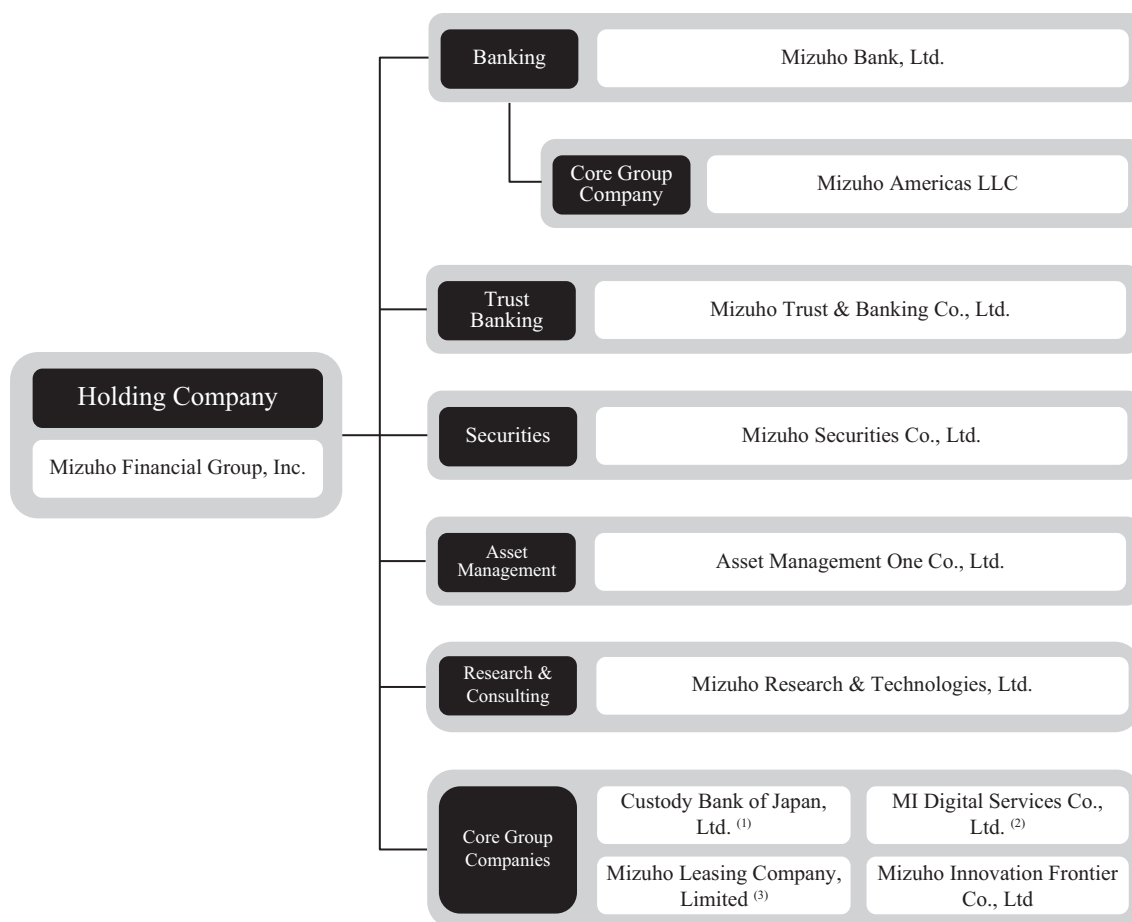
through these accounts or through other correspondent banking accounts on behalf of such Iranian banks. Mizuho Bank has policies and procedures to process transfers through these accounts only after confirming that such transactions do not involve prohibited or sanctionable activity under U.S. or other economic sanctions and obtaining licenses issued by Japan’s Ministry of Finance where necessary. Estimated gross revenue to Mizuho Bank in the fiscal year ended March 31, 2024 attributable to fees for these activities was less than ¥1 million, with a net profit of less than that amount. Mizuho Bank will process transfers through these accounts only under the limited circumstances where Mizuho Bank believes the transfer would conform to its compliance policies and procedures, applicable international sanctions laws, and after obtaining a license issued by Japan’s Ministry of Finance where necessary.

Other Jurisdictions

Our operations elsewhere in the world are subject to regulation and control by local supervisory authorities, including local central banks.

4.C. Organizational Structure

The following diagram shows our basic corporate structure as of March 31, 2024:



Notes:

- (1) Custody Bank of Japan, in which we have a 27.0% equity interest, is an equity-method affiliate of ours.
- (2) MI Digital Services, in which we have a 35.0% equity interest, is an equity-method affiliate of ours.
- (3) Mizuho Leasing, in which we have a 23.6% equity interest, is an equity-method affiliate of ours.

The following table sets forth information with respect to our principal consolidated subsidiaries as of March 31, 2024:

Name	Country of organization	Main business	Proportion of ownership interest (%)	Proportion of voting interest (%)
Domestic				
Mizuho Bank, Ltd	Japan	Banking	100.0%	100.0%
Mizuho Trust & Banking Co., Ltd	Japan	Trust and banking	100.0%	100.0%
Mizuho Securities Co., Ltd	Japan	Securities	100.0%	100.0%
Mizuho Research & Technologies, Ltd	Japan	Information technology and think tank consulting	100.0%	100.0%
Asset Management One Co., Ltd	Japan	Investment management	70.0%	51.0%
Mizuho Innovation Frontier Co., Ltd	Japan	Investment	100.0%	100.0%
Mizuho Credit Guarantee Co., Ltd	Japan	Credit guarantee	100.0%	100.0%
Defined Contribution Plan Services Co., Ltd.	Japan	Pension plan-related business	100.0%	100.0%
Mizuho Factors, Limited	Japan	Factoring	100.0%	100.0%
UC Card Co., Ltd	Japan	Credit card	100.0%	100.0%
Mizuho Realty One Co., Ltd	Japan	Holding company	100.0%	100.0%
Mizuho Business Service Co., Ltd	Japan	Subcontracted operations	100.0%	100.0%
Mizuho Realty Co., Ltd. ⁽¹⁾	Japan	Real estate agency	99.5%	95.1%
Mizuho-DL Financial Technology Co., Ltd.	Japan	Application and Sophistication of Financial Technology	60.0%	60.0%
Mizuho Capital Co., Ltd. ⁽¹⁾	Japan	Venture capital	50.0%	50.0%
J.Score Co., Ltd	Japan	Lending	50.0%	50.0%
Overseas				
Mizuho Americas LLC	USA	Holding company	100.0%	100.0%
Mizuho Bank (China), Ltd	China	Banking	100.0%	100.0%
Mizuho Capital Markets LLC	USA	Derivatives	100.0%	100.0%
Mizuho International plc	UK	Securities and banking	100.0%	100.0%
Mizuho Securities Asia Limited	China	Securities	100.0%	100.0%
Mizuho Securities USA LLC	USA	Securities	100.0%	100.0%
Mizuho Bank Europe N.V	Netherlands	Banking and securities	100.0%	100.0%
Banco Mizuho do Brasil S.A	Brazil	Banking	100.0%	100.0%
Mizuho Bank (USA)	USA	Banking and trust	100.0%	100.0%
Mizuho Trust & Banking (Luxembourg) S.A.	Luxembourg	Trust and banking	100.0%	100.0%
Mizuho Securities Europe GmbH	Germany	Securities	100.0%	100.0%
PT. Bank Mizuho Indonesia	Indonesia	Banking	99.0%	99.0%

Note:

(1) The proportion of ownership interest refers to the respective proportion of economic interest held by us.

4.D. Property, Plant and Equipment

The following table shows the breakdown of our premises and equipment at cost as of March 31, 2023 and 2024:

	As of March 31,	
	2023	2024
	(in millions of yen)	
Land	¥ 577,755	¥ 577,026
Buildings	703,655	684,476
Equipment and furniture	378,015	393,379
Leasehold improvements	204,835	217,762
Construction in progress	44,393	47,787
Software	1,366,445	1,452,645
Total	3,275,098	3,373,076
Less: Accumulated depreciation and amortization	1,621,210	1,658,590
Premises and equipment—net	<u>¥1,653,888</u>	<u>¥1,714,485</u>

Our head office is located at 1-5-5 Otemachi, Chiyoda-ku, Tokyo, Japan. The headquarter building is leased from a third party.

The total area of land related to our material office and other properties as of March 31, 2024 was approximately 534,000 square meters for owned land and approximately 11,000 square meters for leased land.

Our owned land and buildings are primarily used by our branches. Most of the buildings and land owned by us are free from material encumbrances.

Information required by subpart 1400 of Regulation S-K

See “Selected Statistical Data” for information required by subpart 1400 of SEC Regulation S-K.

ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion and analysis should be read in conjunction with “Item 3.A. Key Information—Selected Financial Data,” “Selected Statistical Data” and our consolidated financial statements, including the notes thereto, included elsewhere in this annual report.

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Overview

The Mizuho Group

We provide a broad range of financial services in domestic and overseas markets. Our principal activities and subsidiaries are the following:

- Mizuho Bank provides a wide range of financial products and services mainly in relation to deposits, lending and exchange settlement to individuals, small and medium-sized enterprises (“SMEs”), large corporations, financial institutions, public sector entities and foreign corporations, including foreign subsidiaries of Japanese corporations;
- Mizuho Trust & Banking provides products and services related to trust, real estate, securitization and structured finance, pension and asset management and stock transfer agency; and
- Mizuho Securities provides full-line securities services to individuals, corporations, financial institutions and public sector entities.

We also provide products and services such as those related to trust and custody, asset management, private banking, research services, information technology-related services and advisory services for financial institutions through various subsidiaries and affiliates.

For a further discussion of our business and group organization, see “Item 4.B. Information on the Company—Business Overview.”

Principal Sources of Income and Expenses

Net Interest Income

Net interest income arises principally from the lending and deposit-taking and securities investment activities of our banking subsidiaries and is a function of:

- the amount of interest-earning assets and interest-bearing liabilities;

- the average interest rate spread (the difference between the average yield of interest earned on interest-earning assets and the average rate of interest paid on interest-bearing liabilities); and
- the general level of interest rates.

Principal items constituting interest-earning assets include loans, investments, trading account assets, receivables under resale agreements and receivables under securities borrowing transactions. Principal items constituting interest-bearing liabilities include deposits, trading account liabilities, short-term borrowings (such as payables under repurchase agreements and payables under securities lending transactions) and long-term debt.

Provision (Credit) for Credit Losses

Provision (credit) for credit losses is charged against (or credited to) income mainly to keep the allowance for credit losses on loans at a level that is appropriate to estimate the net amount expected to be collected from the financial asset, inclusive of loans. For a description of the approach and methodology used to establish the allowance for credit losses on loans, see “—Financial Condition—Allowance for Credit Losses on Loans.”

Noninterest Income

Noninterest income consists mainly of fee and commission, investment gains (losses)—net, trading account gains (losses)—net and foreign exchange gains (losses)—net.

Fee and commission include the following:

- fee and commission from securities-related business, including brokerage fees and commissions related to the execution of customer transactions and sales commissions for stocks, bonds and investment trusts and asset-based revenue, which mainly include fees received from investment trust management companies in return for administration services, such as record keeping services, for investment trusts;
- fee and commission from deposits, including fees related to deposits such as account transfer charges;
- fee and commission from lending business, including fees related to the arrangement of syndicated loans and other financing transactions such as arrangement fees related to management buy-out transactions;
- fee and commission from remittance business, including service charges for domestic and international funds transfers and collections;
- fee and commission from asset management business, including investment trust management fees and investment advisory fees for investment trusts;
- fee and commission from trust-related business, including trust fees earned primarily through fiduciary asset management and administration services for corporate pension plans and investment funds and other trust-related fees such as brokerage commissions of real estate property, sales commissions for beneficial interests in real estate trust, consulting fees related to real estate property and charges for stock transfer agent services;
- fee and commission from agency business, including administration service fees related to our agency business such as Japan’s principal public lottery program and revenue from standing proxy services related to stocks and others; and
- fees for other customer services, including various revenue such as guarantee fees, sales commissions for life insurance, service charges for electronic banking, financial advisory fees and service charges for software development.

Investment gains (losses)—net primarily include net gains and losses on sales of marketable securities, such as equity and bond investments. In addition, impairment losses are recognized when management concludes that declines in the fair value of investments are other-than-temporary.

Trading account gains (losses)—net include gains and losses from transactions undertaken for trading purposes, including both market making for customers and proprietary trading, or transactions through which we seek to capture gains arising from short-term changes in market value. Trading account gains (losses)—net also include gains and losses related to changes in the fair value of derivatives and other financial instruments not eligible for hedge accounting under U.S. GAAP that are utilized to offset mainly interest rate risk related to our various assets and liabilities, as well as gains and losses related to changes in the fair value of foreign currency-denominated debt securities reported as trading securities.

Foreign exchange gains (losses)—net mainly include translation gains and losses related to our foreign currency-denominated assets and liabilities and gains and losses related to foreign exchange trading activities, including market making for customers and proprietary trading.

Noninterest Expenses

Noninterest expenses primarily include salaries and employee benefits, general and administrative expenses, occupancy expenses and fee and commission expenses.

Salaries and employee benefits include expenses incurred for salaries, bonuses and compensation to directors and employees. They also include expenses related to pension and other employee retirement benefit plans.

The principal items included in general and administrative expenses are amortization of software, tax expenses such as consumption tax and property tax that are not income taxes and other expenses, including premiums for deposit insurance.

The principal items included in occupancy expenses are expenses related to premises and equipment, including depreciation, losses on disposal and lease expenses.

The principal items included in fee and commission expenses are fee and commission expenses for remittance services, which mainly include commission expenses paid in connection with remittance transactions and the securities-related businesses, which mainly include transactions costs such as brokerage fees paid.

Operating Environment

We operate principally in Japan, and our performance has generally tracked the macro economy of Japan.

As to the recent economic environment, although the impact of steep inflation and consequent monetary tightening has materialized in Europe and the United States, the U.S. economy has remained strong, reflecting sustained steady consumer spending supported by a subsequent slowdown in inflation and a favorable income environment. Meanwhile, consumption and corporate activities have stagnated in Europe. In China, the economy has lacked momentum, as the prolonged correction in the real estate market has depressed the economy.

In Japan, economic recovery has been stagnant due to sluggish consumer spending resulting from price increases, and sluggish production activities of manufacturers due to slowdown of overseas economies. Going forward, however, the economy is expected to head toward gradual recovery with the support of investment demands that respond to changes in the economic structure, such as decarbonization-related investment. In addition to such circumstances, and in light of wage increases implemented by companies, in March 2024, the Bank of Japan (“BOJ”) decided to abolish its yield curve control and to end negative interest rates, each introduced in 2016 and maintained since then. It is expected that the BOJ will continue to determine its monetary policy by assessing developments in wages and prices and other economic trends of the economy going forward.

In the United States, the economy has continued to grow steadily, mainly in terms of consumption, even under steep inflation rates and rapid monetary tightening by the Federal Reserve Board (“FRB”) in response

thereto. On the other hand, inflation has slowed steadily as a result of the easing of labor and supply shortages due to companies' increased production capacity, which was enabled by increased investment, and increased labor force participation. Based on these circumstances, the FRB has left the policy interest rate unchanged since the rate hike at the meeting of the Federal Open Market Committee held in July 2023. However, since there are concerns that the rise in crude oil prices and other factors will extend to commodity prices, it is expected that the FRB will determine future policies carefully while keeping an eye on inflation and economic conditions.

In Europe, the economy has slowed down while continuing to exhibit low growth. Consumer spending has been stagnant and the impact of monetary tightening has exerted downward pressure on companies' investment demand. In addition, inflation has slowed as a result of a pause in the passing of rising energy costs onto consumers and the deteriorating economy. Although the European Central Bank ("ECB") has rapidly raised its policy interest rate since July 2022, the ECB has left such rate unchanged since its October 2023 meeting and decided to cut such rate at its June 2024 meeting, in response to the slowdown in inflation. However, the tightening of labor market conditions continues and the risk of a resurgence in wages and price inflation remains.

In Asia, the economy has been lacking momentum. In China, although infrastructure related investment has supported the economy, prolonged adjustment in the real estate market and weak consumer spending has resulted in an economy lacking momentum. In addition, conflicts between the United States and China continue to pose a high degree of uncertainty with respect to China's trade and national security.

In emerging countries, economic slowdown has been coming to a halt in light of the improved market conditions for semiconductors. However, due to factors such as the slowdown of the global economy and the impact of monetary tightening, the economy has not yet fully recovered.

As for the future outlook of the global economy, growth is expected to remain gradual, reflecting the impact of monetary tightening in Europe and the United States and the slowdown of growth in China. On the other hand, depending on the circumstances, such as sudden economic deterioration and disruption of the financial system due to further monetary tightening resulting from acceleration of inflation, which may be exacerbated by a wage-price spiral resulting from a tighter labor market and price increases, particularly in Europe and the United States, and heightened tensions in Ukraine and the Middle East, there is a possibility of financial and capital market disruption and the risk of further economic downturn, which may also adversely affect the Japanese economy.

Key indicators of Japanese economic conditions in recent periods include the following:

- Japan's real gross domestic product on a year-on-year basis increased by 2.8%, 1.6% and 1.2% in the fiscal years ended March 31, 2022, 2023 and 2024, respectively. During the fiscal year ended March 31, 2024, the year-on-year growth rates were 2.2%, 1.5%, 1.1%, and minus 0.1%, for the quarters ended June 30, September 30, December 31 and March 31, respectively. Japan's core nationwide consumer price index increased by 0.1%, 3.0% and 2.8% in the fiscal years ended March 31, 2022, 2023 and 2024, respectively.
- In September 2016, the BOJ introduced "quantitative and qualitative monetary easing with yield curve control" by strengthening its two previous policy frameworks, namely "quantitative and qualitative monetary easing ("QQE")" and "QQE with a negative interest rate." These policies aimed to drive the observed consumer price index to a level exceeding the price stability target of 2% and to maintain the index above that target in a stable manner. Under this policy framework, the BOJ set a guideline for market operations: regarding short-term interest rates, the BOJ would apply an interest rate of negative 0.1% to certain excess balances in current accounts held by financial institutions at the BOJ; and regarding long-term interest rates, it would purchase Japanese government bonds to control long-term interest rates so that the yield of 10-year Japanese government bonds would remain at around 0%.

In December 2022, the BOJ decided to expand the range in which it allowed the yield of 10-year Japanese government bonds to fluctuate, from between around plus or minus 0.25% to between around plus or minus 0.5%, in order to improve market function and encourage the smoother formation of the entire yield curve, while maintaining accommodative financial conditions.

In October 2023, the BOJ decided to further increase flexibility in the conduct of yield curve control. While the BOJ would maintain the target level of the yield of 10-year Japanese government bonds at around zero percent, it would conduct yield curve control with an upper bound of 1.0 % for these yields as a reference.

In March 2024, the BOJ expressed the view that its policy frameworks of “quantitative and qualitative monetary easing with yield curve control” and the negative interest rate policy since 2016 have fulfilled their roles because the BOJ assessed that a virtuous cycle between wages and prices had emerged, and judged that the price stability target of 2 percent had come in sight and would be achieved in a sustainable and stable manner towards the end of the projection period of the January 2024 Outlook Report (Outlook for Economic Activity and Prices). As the new guideline for market operations, the BOJ decided to (i) end the negative interest rate policy and encourage the uncollateralized overnight call rate to remain at around 0 to 0.1 percent, and (ii) eliminate the yield curve control and abolish the yield target level on 10-year Japanese government bonds.

- The yield on newly issued 10-year Japanese government bonds, which is a key long-term interest rate indicator, was 0.221%, 0.351% and 0.727% as of March 31, 2022, March 31, 2023 and March 29, 2024, respectively. The yield fluctuated between 0.961% and 0.361% during the fiscal year ended March 31, 2024. Thereafter, the yield increased to 1.070% as of May 31, 2024.
- According to Teikoku Databank, a Japanese research institution, there were 5,916 corporate bankruptcies in the fiscal year ended March 31, 2022, involving approximately ¥1.2 trillion in total liabilities, 6,799 corporate bankruptcies in the fiscal year ended March 31, 2023, involving approximately ¥2.3 trillion in total liabilities, and 8,881 corporate bankruptcies in the fiscal year ended March 31, 2024, involving approximately ¥2.4 trillion in total liabilities. The number of corporate bankruptcies in the fiscal year ended March 31, 2024 exceeded the previous year for the second consecutive year, and reached the highest level in nine years, approaching 9,044 corporate bankruptcies in the fiscal year ended March 31, 2014. The increase rate from the previous fiscal year was 30.6%, the highest in the past 30 years.
- The Nikkei Stock Average, which is an average of the price of 225 stocks listed on the Tokyo Stock Exchange, decreased by 4.7% to ¥27,821.43 during the fiscal year ended March 31, 2022, followed by a 0.8% increase to ¥28,041.48 during the fiscal year ended March 31, 2023 and a 43.96% increase to ¥40,369.44 during the fiscal year ended March 31, 2024. Thereafter, the Nikkei Stock Average decreased to ¥38,487.90 as of May 31, 2024.
- The yen to U.S. dollar spot exchange rate, according to the BOJ, was ¥121.64 to \$1.00 as of March 31, 2022, ¥133.13 to \$1.00 as of March 31, 2023 and ¥151.34 to \$1.00 as of March 29, 2024. The rate fluctuated between ¥131.37 and ¥151.74 to \$1.00 during the fiscal year ended March 31, 2024. Thereafter, the yen weakened to ¥157.15 to \$1.00 as of May 31, 2024.
- According to the Ministry of Land, Infrastructure, Transport and Tourism of Japan, housing starts in Japan increased by 6.6% in the fiscal year ended March 31, 2022, and decreased by 0.6% and 7.0% in the fiscal years ended March 31, 2023 and 2024, respectively.
- According to the Ministry of Land, Infrastructure, Transport and Tourism of Japan, the average published housing land prices in Japan increased by 0.5%, 1.4% and 2.0% in calendar years 2021, 2022 and 2023, respectively.

Capital Improvements

All yen figures and percentages in this subsection are truncated.

We have been pursuing the optimal balance between capital adequacy, growth investment and enhancement of shareholder return.

Capital Adequacy

In the fiscal year ended March 31, 2024, we maintained a sufficient capital base compared to regulatory minimum requirements, mainly as a result of earning ¥678.9 billion of profit attributable to owners of parent (under Japanese GAAP).

Our Common Equity Tier 1 capital ratio under Basel III was 11.80% and 12.73% as of March 31, 2023 and 2024, respectively.

With respect to redemptions of previously issued securities, we redeemed various securities that are eligible regulatory capital instruments under Basel III upon their respective initial optional redemption dates or their respective maturity dates. As for Additional Tier 1 capital, in December 2023, we redeemed ¥195.0 billion of unsecured perpetual subordinated bonds with an optional redemption clause and a write-down clause issued by Mizuho Financial Group in July 2018. As for Tier 2 capital, in March 2024, we redeemed \$1.5 billion of unsecured fixed-term subordinated bonds with a write-down clause issued by our overseas special purpose company in March 2014. In June 2023, we redeemed ¥25.0 billion and ¥70.0 billion of unsecured fixed-term subordinated bonds with an optional redemption clause and a write-down clause issued by Mizuho Financial Group in June 2018, respectively, and in June 2024, we redeemed ¥55.0 billion of unsecured fixed-term subordinated bonds with an optional redemption clause and a write-down clause issued by Mizuho Financial Group in June 2019.

Meanwhile, as for the new issuance of Additional Tier 1 capital, in July 2023, we issued ¥160.0 billion and ¥101.0 billion of unsecured perpetual subordinated bonds with an optional redemption clause and a write-down clause through public offerings to wholesale investors in Japan. In April 2024, we also issued ¥162.0 billion and ¥68.0 billion of unsecured perpetual subordinated bonds with an optional redemption clause and a write-down clause through public offerings to wholesale investors in Japan. With respect to the new issuances of Tier 2 capital, in July 2023, we issued ¥95.0 billion of unsecured fixed-term subordinated bonds with a write-down clause through a public offering to retail investors in Japan. In July 2023, we also issued ¥143.0 billion of unsecured fixed-term subordinated bonds with an optional redemption clause and a write-down clause through a public offering to retail investors in Japan.

Enhancement of Shareholder Return

Annual cash dividends for the fiscal year ended March 31, 2024 were ¥105.0 per share of common stock (the interim cash dividend was ¥50.0 per share of common stock and the year-end cash dividend was ¥55.0 per share of common stock, respectively).

We maintain our shareholder return policy of progressive dividends as our principal approach while executing flexible and intermittent share buybacks. In addition, as for dividends, we will decide based on the steady growth of our stable earnings base, taking a dividend payout ratio of 40% as a guide into consideration. As for share buybacks, we will consider our business results and capital adequacy, our stock price and the opportunities for growth investment in determining the execution.

Business Trends

See “Item 4.B. Information on the Company—Business Overview,” “Item 5. Operating and Financial Review and Prospects—Operating Results” and “Item 5. Operating and Financial Review and Prospects—Financial Condition.”

Others

Acquisition of Premier M&A Advisory Firm Greenhill & Co., Inc.

On May 22, 2023, we and Greenhill & Co., Inc. (“Greenhill”), a U.S. M&A advisory firm, announced a definitive agreement for Mizuho Financial Group, Inc. to acquire Greenhill in an all-cash transaction at \$15 per

share, reflecting an enterprise value of approximately \$550 million, including assumed debt. The acquisition was completed on December 1, 2023, and Greenhill became our wholly-owned subsidiary. Through this transaction, we look to accelerate our investment banking growth strategy.

Strengthening of Strategic Capital and Business Alliance between Mizuho Securities and Rakuten Securities Holdings

On November 9, 2023, Mizuho Securities Co., Ltd. (“Mizuho Securities”) and Rakuten Securities Holdings, Inc. (“Rakuten Securities Holdings”) agreed to further strengthen the strategic capital and business alliance between the two companies (“Alliance”) that was originally announced on October 7, 2022 and has continued since then. By strengthening the Alliance, we will promote initiatives, including collaboration between both groups, aimed at building a new retail business model that combines both online and offline businesses in the fields of asset formation and asset management. In order to strengthen this partnership, Mizuho Securities and Rakuten Securities Holdings entered into a share transfer agreement on November 9, 2023, under which Mizuho Securities and Rakuten Securities Holdings agreed to make an additional transfer (“Share Transfer”) of 29.0% of the common stock in Rakuten Securities, Inc. (“Rakuten Securities”) held by Rakuten Securities Holdings to Mizuho Securities, subject to the approval of the relevant authorities, and to amend the shareholders’ agreement concluded on October 7, 2022. The Share Transfer was completed on December 15, 2023. As a result, Mizuho Securities holds 49.0% of the common stock in Rakuten Securities.

Disposing of Our Cross-shareholdings

Reflecting the potential impact on our financial position associated with the risk of stock price fluctuation, as a basic policy, unless we consider the holdings to be meaningful, we will not hold the shares of other companies as cross-shareholdings. Even if we consider the holdings to be meaningful, we will also endeavor to reduce them through dialogue with the issuing companies. As part of the new medium-term business plan, we are continuing our basic policy of reducing cross-shareholdings. During the fiscal year ended March 31, 2024, we have sold ¥82.1 billion of cross-shareholdings under Japanese GAAP on an acquisition cost basis.

Russia-Ukraine situation

As of March 31, 2023 and 2024, our direct net country exposure to Russia was \$1.95 billion and \$1.12 billion, respectively, or 0.1% and 0.1%, each on an aggregate basis, of the total exposure of Mizuho Bank (consolidated) and Mizuho Trust & Banking (consolidated), which primarily consisted of outstanding loans, commitment lines, guarantee transactions and derivatives-related credit. Included within this exposure are loans made by AO Mizuho Bank (Moscow). Loans of AO Mizuho Bank (Moscow) decreased by \$0.3 billion from \$0.4 billion as of March 31, 2023 to \$0.1 billion as of March 31, 2024.

Considering the country risk arising from the continued sanctions against Russia and the downgrading of their credit rating, we incorporated the estimated impact of the Russia-Ukraine situation into the macroeconomic scenario used for determining the allowance for credit losses on loans.

Critical Accounting Estimates

Note 1 to our consolidated financial statements included elsewhere in this annual report contains a summary of our significant accounting policies. These accounting policies are essential to understanding our financial condition and results of operations. Certain of these accounting policies require management to make critical accounting estimates that involve complex and subjective judgments and the use of assumptions, some of which may be for matters that are inherently uncertain and susceptible to change. Such critical accounting estimates are based on information available to us as of the date of the financial statements and could change from period to period. Critical accounting estimates could also involve estimates for which management could have reasonably used another estimate for the relevant accounting period. The use of different estimates could have a material impact on our financial condition and results of operations. The following is a discussion of significant accounting policies for which critical accounting estimates are used.

Allowance for Credit Losses

ASC 326, “Financial Instruments - Credit Losses” (“ASC 326”) established a single allowance framework for all financial assets measured at amortized cost and certain off-balance-sheet instrument exposures. This framework requires management’s estimate to reflect credit losses over the instrument’s remaining expected lives and consider expected future changes in macroeconomic conditions.

We maintain an appropriate allowance for credit losses to represent management’s estimate of the expected credit losses in our financial assets measured at amortized cost and certain off-balance sheet instruments. Our management evaluates the appropriateness of the allowance for credit losses semi-annually. The allowance considers expected credit losses over the remaining expected lives of the applicable instruments. The expected life of each instrument is determined by considering expected prepayments, contractual terms and cancellation features.

When determining expected credit losses, a single forward-looking macroeconomic scenario is considered over a reasonable and supportable forecast period. This forward-looking macroeconomic scenario is in line with the scenario used for our business plan. If the scenario does not reflect a sudden change in economic conditions adequately, adjustments may be made to the scenario. After the forecast period, we revert to long-term historical loss experience with a certain graduated transition period, to estimate losses over the remaining lives of financial assets measured at amortized cost and certain off-balance-sheet instruments. The macroeconomic scenario is updated at least semi-annually and is reviewed accordingly to reflect current economic conditions and our expectation of future conditions on a timely basis. For the fiscal year ended March 31, 2024, we used the most recent macroeconomic scenario available during our credit loss estimation process.

The following table shows the major factors of the macroeconomic scenario, the gross domestic product of Japan and United States and unemployment rate of Japan.

	<u>2024</u>	<u>2025</u>	<u>(%)</u> <u>2026</u>
Real Gross Domestic Product of Japan	1.2	0.8	0.6
Nominal Gross Domestic Product of Japan	2.9	1.8	1.4
Real Gross Domestic Product of United States	1.5	1.7	1.7
	<u>2024</u>	<u>2025</u>	<u>2026</u>
Unemployment rate of Japan	2.4	2.2	2.1

In terms of the internal risk ratings, for the corporate portfolio segment, the credit quality review process and the credit rating process serve as the basis for determining the allowance for credit losses on loans. Through such processes, loans are categorized into groups to reflect the probability of default, whereby our management assesses the ability of borrowers to service their debt, taking into consideration current financial information, ability to generate cash, historical payment experience, analysis of relevant industry segments and current trends. For the retail portfolio segment, the different categories of past due status of loans are primarily utilized in the credit quality review and the credit rating processes as the basis for determining the allowance for credit losses on loans.

Our methodology for determining the appropriate allowance for credit losses on loans also considers the imprecision inherent in the methodologies used. As a result, the amounts determined under the methodologies described above could be adjusted by management to consider the potential impact of other qualitative factors which include, but are not limited to, imprecision in macroeconomic scenario assumptions and emerging risks related to changes in the environment that affect specific portfolio segments including segments impacted by the Russia-Ukraine situation. Considering internal and external factors affecting the credit quality of the portfolio, we incorporated the estimated impact of the Russia-Ukraine situation, interest rates hike on domestic obligors and other factors contributing to economic uncertainty into the macroeconomic scenario by using

assumptions such as the future outlook of the business environment for specific portfolio segments and the current forecast for the growth rate of gross domestic product.

The allowance for credit losses involves significant judgments on a number of matters including expectations of future economic conditions, assignment of obligor ratings, valuation of collateral, and the development of qualitative adjustments as discussed above. Furthermore, information available at the time of the determination is limited, and it is not possible to eliminate uncertainty. Significant changes in any of the factors underlying our determination of the allowances could materially affect our financial condition and results of operations. For example, in response to the unexpected deterioration of future macroeconomic conditions and the consequent decline in internal risk rating, we may need to increase the allowances with additional charges to earnings. Additionally, changes in economic variables such as gross domestic product, the unemployment rate and real estate prices may not move in a correlated manner as variables may move in opposite directions or differ across portfolios or geography, so the improvement in one factor or input may offset deterioration in others.

We replaced the major factors of the macroeconomic scenario as follows to demonstrate the sensitivity of credit loss estimates to macroeconomic forecasts.

- An increase of approximately ¥11 billion in allowance for credit losses for domestic corporate segment if the nominal gross domestic product of Japan was decreased by 100 bps for each year within the reasonable and supportable forecast period compared to the nominal gross domestic product of Japan used in the current macroeconomic scenario.
- An increase of approximately ¥14 billion in allowance for credit losses for foreign corporate segment if the real gross domestic product of the United States was decreased by 100 bps for each year within the reasonable and supportable forecast period compared to the real gross domestic product of the United States used in the current macroeconomic scenario.
- An increase of approximately ¥6 billion in allowance for credit losses for domestic retail segment if the unemployment rate of Japan was increased by 100 bps for each year within the reasonable and supportable forecast period compared to the unemployment rate of Japan used in the current macroeconomic scenario.

See note 1 to our consolidated financial statements included elsewhere in this annual report for further information on our policies and methodologies used to determine the allowance for credit losses.

Valuation of Financial Instruments

ASC 820, “Fair Value Measurement” (“ASC 820”) specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. The standard describes the following three levels of inputs that may be used to measure fair value:

- Level 1 Quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include debt and equity securities and derivative contracts that are traded in an active exchange market.
- Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include debt securities with quoted prices that are traded less frequently than exchange-traded instruments. If no quoted market prices are available, the fair values of debt securities and over-the-counter derivative contracts in this category are determined using pricing models with inputs that are observable in the market or can be derived principally from or corroborated by observable market data.
- Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques.

For assets and liabilities classified in Level 1 and 2 of the hierarchy, where inputs are principally based on observable market data, there is less judgment or estimate in determining fair value, while the determination of fair value of Level 3 assets and liabilities involves more significant management judgments and estimates. For further information, including valuation methodologies and the use of management estimates and judgments in connection therewith, see note 26 to the consolidated financial statements included elsewhere in this annual report.

Pension and Other Employee Benefit Plans

Mizuho Financial Group, its principal banking subsidiaries and certain other subsidiaries sponsor severance indemnities and pension plans, which provide defined benefits to retired employees. Periodic expense and accrued liabilities are computed based on a number of actuarial assumptions, including mortality, withdrawals, discount rates, expected long-term rates of return on plan assets and rates of increase in future compensation levels.

Actual results that differ from the assumptions are accumulated and amortized over future periods and therefore generally affect future pension expenses. While our management believes that the assumptions used are appropriate, differences in actual experience or changes in assumptions may adversely affect pension expenses in the future.

In estimating the discount rates, we look to interest rates on a portfolio of high-quality fixed-income government and corporate bonds. The durations of such bonds closely match those of the benefit obligations. Assumed discount rates are reevaluated at each measurement date.

The expected rate of return for each asset category is based primarily on various aspects of the long-term prospects for the economy that include historical performance and the market environment.

For further information on our pension and other employee benefits, see note 20 to the consolidated financial statements included elsewhere in this annual report.

Operating Results

The following discussion relates to our operating results for the fiscal years ended March 31, 2023 and 2024. For the discussion on our operating results for the fiscal year ended March 31, 2022, including certain comparative discussion on our operating results for the fiscal years ended March 31, 2022 and 2023, please refer to “Item 5. Operating and Financial Review and Prospects—Operating Results” in our annual report on Form 20-F for the fiscal year ended March 31, 2023, filed with the SEC on June 28, 2023.

The following table shows certain information as to our income, expenses and net income for the fiscal years ended March 31, 2023 and 2024:

	Fiscal years ended March 31,	
	2023	2024
	(in billions of yen)	
Interest and dividend income	¥3,389	¥5,767
Interest expense	2,180	4,562
Net interest income	1,209	1,205
Provision (credit) for credit losses	94	47
Net interest income after provision (credit) for credit losses	1,115	1,158
Noninterest income	888	2,744
Noninterest expenses	1,934	2,278
Income before income tax expense	69	1,623
Income tax expense	35	425
Net income	34	1,198
Less: Net income attributable to noncontrolling interests	48	286
Net income (loss) attributable to MHFG shareholders	¥ (14)	¥ 912

The following is a discussion of major components of our net income (loss) attributable to MHFG shareholders for the fiscal years ended March 31, 2023 and 2024.

Net Interest Income

The following table shows the average balances of interest-earning assets and interest-bearing liabilities, interest amounts and the average interest rates on such assets and liabilities for the fiscal years ended March 31, 2023 and 2024:

	Fiscal years ended March 31,					
	2023			2024		
	Average balance	Interest amount	Interest rate	Average balance	Interest amount	Interest rate
(in billions of yen, except percentages)						
Domestic:						
Interest-bearing deposits in other banks	¥ 39,586	¥ 30	0.07%	¥ 45,926	¥ 30	0.07%
Call loans and funds sold	3,367	—	0.01	4,889	—	0.00
Receivables under resale agreements and securities borrowing transactions	8,649	47	0.54	8,980	72	0.80
Trading account assets	5,938	96	1.61	6,554	91	1.40
Investments	28,172	96	0.34	24,888	96	0.38
Loans	57,462	558	0.97	58,582	636	1.09
Total interest-earning assets	143,174	827	0.58	149,820	925	0.62
Deposits	96,854	71	0.07	98,446	130	0.13
Call money and funds purchased	1,602	1	0.10	1,841	2	0.13
Payables under repurchase agreements and securities lending transactions	7,140	68	0.95	7,250	137	1.89
Other short-term borrowings ⁽¹⁾	3,503	5	0.16	2,268	5	0.21
Trading account liabilities	4,277	56	1.32	4,567	53	1.16
Long-term debt	12,587	229	1.82	14,353	308	2.15
Total interest-bearing liabilities	125,963	430	0.34	128,724	634	0.49
Net	17,211	397	0.24	21,096	291	0.13
Foreign:						
Interest-bearing deposits in other banks	16,626	476	2.86	19,600	991	5.06
Call loans and funds sold	1,019	14	1.34	1,031	33	3.21
Receivables under resale agreements and securities borrowing transactions	9,049	261	2.88	11,663	667	5.72
Trading account assets	11,582	330	2.85	15,142	623	4.12
Investments	5,191	79	1.53	7,332	210	2.87
Loans	37,035	1,402	3.79	38,942	2,317	5.95
Total interest-earning assets	80,502	2,562	3.18	93,710	4,842	5.17
Deposits	37,983	990	2.61	44,214	2,047	4.63
Call money and funds purchased	593	16	2.65	427	20	4.63
Payables under repurchase agreements and securities lending transactions	20,772	603	2.90	29,076	1,580	5.43
Other short-term borrowings ⁽¹⁾	1,810	55	2.98	1,790	91	5.08
Trading account liabilities	1,547	45	2.91	1,800	122	6.77
Long-term debt	1,270	41	3.24	1,403	68	4.86
Total interest-bearing liabilities	63,975	1,750	2.73	78,710	3,928	4.99
Net	16,527	812	0.45	15,000	914	0.18
Total:						
Total interest-earning assets	223,676	3,389	1.52	243,529	5,767	2.37
Total interest-bearing liabilities	189,938	2,180	1.15	207,434	4,562	2.20
Net	¥ 33,738	¥1,209	0.37	¥ 36,096	¥1,205	0.17

Note:

- (1) Other short-term borrowings consist of due to trust accounts, commercial paper and any other short-term borrowings.

Fiscal Year Ended March 31, 2024 Compared to Fiscal Year Ended March 31, 2023

Interest and dividend income increased by ¥2,378 billion, or 70.2%, from the previous fiscal year, to ¥5,767 billion in the fiscal year ended March 31, 2024. Domestic interest and dividend income accounted for ¥925 billion of the total amount, an increase of ¥100 billion from the previous fiscal year. Foreign interest and dividend income accounted for ¥4,842 billion, an increase of ¥2,279 billion from the previous fiscal year.

The Bank of Japan (“BOJ”) changed its monetary policy to expand the range in which it had allowed the yield of 10-year Japanese government bonds to fluctuate from between around plus or minus 0.25% to between around plus or minus 0.5% in December 2022. Further, in October 2023, the BOJ decided to further increase flexibility in the conduct of yield curve control. While the BOJ would maintain the target level of the yield of 10-year Japanese government bonds at around zero percent, it would conduct yield curve control with an upper bound of 1.0 % for these yields as a reference. As a result, long-term interest rates rose to nearly 1%. Short-term interest rates moved away from negative interest rates but remained in the vicinity of 0%. The yield on overseas branches also rose. Under such circumstances, the average yield on domestic loans increased by 0.12 percentage points from the previous fiscal year to 1.09% in the fiscal year ended March 31, 2024, and the average rate on domestic deposits increased by 0.06 percentage points from the previous fiscal year to 0.13% in the fiscal year ended March 31, 2024. The average yield on foreign loans increased by 2.16 percentage points from the previous fiscal year to 5.95% in the fiscal year ended March 31, 2024, and the average rate on foreign deposits increased by 2.02 percentage points from the previous fiscal year to 4.63% in the fiscal year ended March 31, 2024.

The increase in domestic interest and dividend income was due mainly to an increase in interest income from loans. The increase in interest income from loans was due mainly to an increase in the average yield. Changes in the average yields on domestic interest-earning assets contributed to an increase in interest and dividend income of ¥83 billion, and changes in the average balance of domestic interest-earning assets contributed to an increase of ¥16 billion, resulting in the ¥100 billion increase in domestic interest and dividend income.

The increase in foreign interest and dividend income was due mainly to an increase in interest income from foreign loans. The increase in interest income from foreign loans was due mainly to an increase in the average yield. Changes in the average yield on foreign interest-earning assets contributed to an increase in interest and dividend income of ¥1,911 billion, and changes in the average balance of foreign interest-earning assets contributed to an increase of ¥367 billion, resulting in the ¥2,279 billion overall increase in foreign interest and dividend income.

Interest expense increased by ¥2,382 billion, or 109.3%, from the previous fiscal year, to ¥4,562 billion in the fiscal year ended March 31, 2024. Domestic interest expense accounted for ¥634 billion of the total amount, an increase of ¥203 billion from the previous fiscal year. Foreign interest expense accounted for ¥3,928 billion of the total amount, an increase of ¥2,179 billion from the previous fiscal year.

The increase in domestic interest expense was due mainly to increases in interest expense from domestic long-term debt, domestic payables under repurchase agreements and securities lending transactions and domestic deposits, which were primarily a result of an increase in average interest rates. The changes in the average interest rates on domestic interest-bearing liabilities contributed to an increase in interest expense of ¥167 billion, and the changes in the average balance of domestic interest-bearing liabilities contributed to an increase in interest expense of ¥36 billion, resulting in the ¥203 billion overall increase in domestic interest expense.

The increase in foreign interest expense was due mainly to increases in interest expense from foreign deposits and foreign payables under repurchase agreements and securities lending transactions, which were primarily a result of an increase in average interest rates. The changes in the average interest rates on foreign interest-bearing liabilities contributed to an increase in interest expense of ¥1,769 billion, and the changes in the average balance of foreign interest-bearing liabilities contributed to an increase in interest expense of ¥410 billion, resulting in the ¥2,179 billion overall increase in foreign interest expense.

As a result of the foregoing, net interest income decreased by ¥4 billion, or 0.3%, from the previous fiscal year, to ¥1,205 billion. The average interest rate spread slightly declined by 0.2 percentage points from the previous fiscal year to 0.17% in the fiscal year ended March 31, 2024. The decline of the average interest rate spread was not significant because both the average yields on total interest-earning assets and the average interest rates on total interest-bearing liabilities generally netted out between these periods.

Provision (Credit) for Credit Losses

Fiscal Year Ended March 31, 2024 Compared to Fiscal Year Ended March 31, 2023

Provision for credit losses decreased by ¥47 billion, or 50.0%, from the previous fiscal year, to ¥47 billion in the fiscal year ended March 31, 2024. The decrease was due mainly to a change from provision for credit losses on loans to credit for credit losses on loans to foreign borrowers, offset in part by an increase in provision for credit losses on loans to domestic corporate borrowers in the fiscal year ended March 31, 2024.

Noninterest Income

The following table shows a breakdown of noninterest income for the fiscal years ended March 31, 2023 and 2024:

	<u>Fiscal years ended March 31,</u>	
	<u>2023</u>	<u>2024</u>
	(in billions of yen)	
Fee and commission	¥ 984	¥ 1,118
Fee and commission from securities-related business	190	247
Fee and commission from deposits	16	16
Fee and commission from lending business	194	233
Fee and commission from remittance business	104	107
Fee and commission from asset management business	109	116
Fee and commission from trust related business	130	137
Fee and commission from agency business	37	38
Fee and commission from guarantee related business	41	44
Fees for other customer services	163	182
Foreign exchange gains (losses)—net	190	(19)
Trading account gains (losses)—net	(604)	390
Investment gains (losses)—net	141	1,004
Debt securities	5	(6)
Equity securities	136	1,010
Equity in earnings (losses) of equity method investees—net	(27)	20
Gains on disposal of premises and equipment	5	10
Other noninterest income	199	221
Total noninterest income	<u>¥ 888</u>	<u>¥ 2,744</u>

Fiscal Year Ended March 31, 2024 Compared to Fiscal Year Ended March 31, 2023

Noninterest income increased by ¥1,856 billion, or 209.0%, from the previous fiscal year to ¥2,744 billion in the fiscal year ended March 31, 2024. The increases were due mainly to trading account gains—net of ¥390 billion compared to trading account losses—net of ¥604 billion in the previous fiscal year, and an increase in investment gains—net of ¥863 billion, offset in part by foreign exchange losses—net of ¥19 billion compared to foreign exchange gains—net of ¥190 billion in the previous fiscal year.

Fee and commission

Fee and commission increased by ¥134 billion, or 13.6%, from the previous fiscal year to ¥1,118 billion in the fiscal year ended March 31, 2024. The increase was due mainly to an increase in fee and commission from securities-related business of ¥57 billion, or 29.9%. The increase in fee and commission from securities-related business was due mainly to an increase in fee and commission earned from foreign securities subsidiaries.

Foreign exchange gains (losses)—net

Foreign exchange gains (losses)—net was a loss of ¥19 billion in the fiscal year ended March 31, 2024 compared to a gain of ¥190 billion in the previous fiscal year. The change from foreign exchange gains to foreign exchange losses was due mainly to fluctuations in foreign exchange rates in the fiscal year ended March 31, 2024.

Trading account gains (losses)—net

Trading account gains (losses)—net was a gain of ¥390 billion in the fiscal year ended March 31, 2024 compared to a loss of ¥604 billion in the previous fiscal year. The change from trading account losses to trading account gains was due mainly to an increase in gains related to changes in the fair value of Japanese equity securities in the fiscal year ended March 31, 2024, which mostly reflected the strength in market conditions.

Investment gains (losses)—net

Investment gains—net increased by ¥863 billion, or 612.1%, from the previous fiscal year to ¥1,004 billion in the fiscal year ended March 31, 2024 due mainly to an increase in investment gains—net related to equity securities of ¥874 billion compared to the previous fiscal year. The increase in investment gains related to equity securities was due mainly to an increase in gains related to changes in the fair value of Japanese equity securities in the fiscal year ended March 31, 2024, which mostly reflected the strength in market conditions. For further information, see note 3 to our consolidated financial statements included elsewhere in this annual report.

Noninterest Expenses

The following table shows a breakdown of noninterest expenses for the fiscal years ended March 31, 2023 and 2024:

	Fiscal years ended March 31,	
	2023	2024
	(in billions of yen)	
Salaries and employee benefits	¥ 694	¥ 804
General and administrative expenses	693	751
Occupancy expenses	165	168
Fee and commission expenses	202	239
Provision (credit) for credit losses on off-balance-sheet instruments	7	10
Other noninterest expenses	173	306
Total noninterest expenses	<u>¥ 1,934</u>	<u>¥ 2,278</u>

Fiscal Year Ended March 31, 2024 Compared to Fiscal Year Ended March 31, 2023

Noninterest expenses increased by ¥344 billion, or 17.8%, from the previous fiscal year to ¥2,278 billion in the fiscal year ended March 31, 2024. The increase was due mainly to an increase in salaries and employee benefits of ¥110 billion, or 15.9%, and an increase in other noninterest expenses of ¥133 billion, or 76.9%.

Salaries and employee benefits

Salaries and employee benefits increased by ¥110 billion, or 15.9%, from the previous fiscal year to ¥804 billion in the fiscal year ended March 31, 2024. The increase was due mainly to an increase in personnel costs at our overseas subsidiaries.

Other noninterest expenses

Other noninterest expenses increased by ¥133 billion, or 76.9%, from the previous fiscal year to ¥306 billion in the fiscal year ended March 31, 2024.

Income Tax Expense (Benefit)

The following table shows the components of income tax expense (benefit) for the fiscal years ended March 31, 2023 and 2024:

	Fiscal years ended March 31,	
	<u>2023</u>	<u>2024</u>
	(in billions of yen)	
Current:		
Domestic	¥ 22	¥ 36
Foreign	157	224
Total current tax expense	179	260
Deferred:		
Domestic	(147)	170
Foreign	3	(5)
Total deferred tax expense (benefit)	(144)	165
Total income tax expense (benefit)	<u>¥ 35</u>	<u>¥ 425</u>

Fiscal Year Ended March 31, 2024 Compared to Fiscal Year Ended March 31, 2023

Income tax expense increased by ¥390 billion from the previous fiscal year to ¥425 billion in the fiscal year ended March 31, 2024. Current tax expense in the fiscal year ended March 31, 2024 increased by ¥81 billion from the previous fiscal year to ¥260 billion. Deferred tax expense (benefit) was an expense of ¥165 billion in the fiscal year ended March 31, 2024 compared to a benefit of ¥144 billion in the previous fiscal year. The increase in current tax expense was due mainly to an increase in the taxable income of our principal banking subsidiaries. The change in deferred tax expense (benefit) was due primarily to changes in temporary differences attributable to marketable securities of our principal banking subsidiaries.

We consider the sales of available-for-sale securities and equity securities to be a qualifying tax-planning strategy that is a possible source of future taxable income to the extent necessary in the future mainly with respect to our principal banking subsidiaries in Japan. The reliance on this tax-planning strategy of our subsidiaries in Japan was immaterial.

The following table shows the components of deferred tax assets (liabilities) as of March 31, 2023 and 2024:

	As of March 31,	
	2023	2024
	(in billions of yen)	
Deferred tax assets:		
Allowance for credit losses	¥ 270	¥ 266
Trading securities	174	209
Lease liabilities	176	169
Derivative financial instruments	161	149
Foreign tax credit and payments	54	125
Premises and equipment	54	47
Available-for-sale securities	13	—
Net operating loss carryforwards	168	150
Other	201	291
Gross deferred tax assets	<u>1,272</u>	<u>1,404</u>
Valuation allowance	<u>(199)</u>	<u>(234)</u>
Deferred tax assets, net of valuation allowance	1,073	1,170
Deferred tax liabilities:		
Investments	264	503
Prepaid pension cost and accrued pension liabilities	224	222
Right-of-use assets	169	161
Other	55	121
Gross deferred tax liabilities	<u>712</u>	<u>1,006</u>
Net deferred tax assets	<u>¥ 361</u>	<u>¥ 164</u>

Net Income Attributable to Noncontrolling Interests

Fiscal Year Ended March 31, 2024 Compared to Fiscal Year Ended March 31, 2023

Net income attributable to noncontrolling interests increased by ¥238 billion from the previous fiscal year to ¥286 billion in the fiscal year ended March 31, 2024.

Net Income (loss) Attributable to MHFG Shareholders

Fiscal Year Ended March 31, 2024 Compared to Fiscal Year Ended March 31, 2023

As a result of the foregoing, net income (loss) attributable to MHFG shareholders was income of ¥912 billion in the fiscal year ended March 31, 2024 compared to a loss of ¥14 billion in the previous fiscal year.

Business Segments Analysis

The following discussion relates to our business segment analysis for the fiscal years ended March 31, 2023 and 2024. For the discussion on our business segment analysis for the fiscal year ended March 31, 2022, including certain comparative discussion on our operating results for the fiscal years ended March 31, 2022 and 2023, please refer to “Item 5. Operating and Financial Review and Prospects—Business Segment Analysis” in our annual report on Form 20-F for the fiscal year ended March 31, 2023, filed with the SEC on June 28, 2023.

Our business segment information is prepared based on the internal management reporting systems used by management to measure the performance of our business segments under Japanese GAAP. Since figures reported to management are prepared under Japanese GAAP, they are not consistent with the consolidated financial

statements prepared in accordance with U.S. GAAP. This difference is addressed in note 30 to our consolidated financial statements included elsewhere in this annual report, where a reconciliation to U.S. GAAP of the total amount of all business segments is provided.

We manage our group under an in-house company system based on our diverse customer segments. The aim of this system is to leverage our strengths and competitive advantage, which is the seamless integration of our banking, trust banking and securities functions under a holding company structure, to speedily provide high-quality financial services that closely match customer needs.

Specifically, the company system is classified into the following five in-house companies, each based on a customer segment: the Retail & Business Banking Company (“RBC”); the Corporate & Investment Banking Company (“CIBC”); the Global Corporate & Investment Banking Company (“GCIBC”); the Global Markets Company (“GMC”); and the Asset Management Company (“AMC”). These customer segments are regarded as our operating segments and constitute reportable segments.

As background, effective as of April 1, 2023, we partially restructured our in-house company system. CIBC was newly established through the integration of a former in-house company named the Corporate & Institutional Company and the investment banking functions of a former unit named the Global Products Unit. With the new establishment of CIBC above, a former in-house company named the Global Corporate Company changed its name to GCIBC. Following such partial restructuring of our in-house company system and the associated changes in allocation method for transactions between each segment and “Others” (as such term is used in the tables, including the notes thereto, in the subsection titled “*Consolidated Results of Operations*” below) made in April 2023, the figures for the fiscal year ended March 31, 2023 have been reclassified as shown in the following subsection to reflect such partial restructuring and associated changes.

For a brief description of each of our business segments, see note 30 to our consolidated financial statements included elsewhere in this annual report.

Results of Operations by Business Segment

Consolidated Results of Operations

Consolidated gross profits + net gains related to ETFs and others for the fiscal year ended March 31, 2024 increased by ¥392.0 billion, compared to the fiscal year ended March 31, 2023, to ¥2,672.2 billion. Consolidated general and administrative expenses for the fiscal year ended March 31, 2024 increased by ¥208.3 billion, compared to the fiscal year ended March 31, 2023, to ¥1,681.9 billion. Consolidated equity in earnings of equity method investees—net for the fiscal year ended March 31, 2024 increased by ¥14.3 billion, compared to the fiscal year ended March 31, 2023, to ¥26.2 billion. Consolidated net business profits + net gains related to ETFs and others for the fiscal year ended March 31, 2024 increased by ¥198.6 billion, compared to the fiscal year ended March 31, 2023, to ¥1,005.8 billion.

Fiscal year ended March 31, 2023 ⁽¹⁾ :	Mizuho Financial Group (Consolidated)						Total
	RBC	CIBC	GCIBC	GMC	AMC	Others ⁽⁶⁾	
	(in billions of yen)						
Gross profits + Net gains (losses) related to ETFs and others ⁽²⁾	¥706.5	¥508.7	¥627.1	¥314.2	¥ 54.7	¥ 68.7	¥2,280.2
General and administrative expenses ⁽³⁾	605.7	202.0	309.2	253.4	35.0	67.9	1,473.5
Equity in earnings (losses) of equity method investees—net	(18.3)	6.3	20.3	—	—	3.5	11.8
Amortization of goodwill and others	2.0	—	0.7	0.7	6.8	0.9	11.4
Net business profits (losses) ⁽⁴⁾ + Net gains (losses) related to ETFs and others	¥ 80.3	¥312.9	¥337.5	¥ 59.9	¥ 12.8	¥ 3.5	¥ 807.1
Fixed assets ⁽⁵⁾	¥483.3	¥152.8	¥177.7	¥ 87.3	¥ —	¥777.3	¥1,678.5

Fiscal year ended March 31, 2024 ⁽¹⁾ :	Mizuho Financial Group (Consolidated)						Total
	RBC	CIBC	GCIBC	GMC	AMC	Others ⁽⁶⁾	
	(in billions of yen)						
Gross profits + Net gains (losses) related to ETFs and others ⁽²⁾	¥749.2	¥556.3	¥670.2	¥432.4	¥ 57.2	¥206.8	¥2,672.2
General and administrative expenses ⁽³⁾	651.1	217.7	352.4	307.4	36.1	117.0	1,681.9
Equity in earnings (losses) of equity method investees—net	6.9	7.6	22.0	—	(11.8)	1.4	26.2
Amortization of goodwill and others	—	—	2.3	—	6.4	1.8	10.7
Net business profits (losses) ⁽⁴⁾ + Net gains (losses) related to ETFs and others	<u>¥105.0</u>	<u>¥346.1</u>	<u>¥337.4</u>	<u>¥125.0</u>	<u>¥ 2.7</u>	<u>¥ 89.4</u>	<u>¥1,005.8</u>
Fixed assets ⁽⁵⁾	<u>¥533.8</u>	<u>¥157.1</u>	<u>¥197.9</u>	<u>¥ 90.3</u>	<u>¥ —</u>	<u>¥885.4</u>	<u>¥1,864.6</u>

Notes:

- (1) Income and expenses of foreign branches of Mizuho Bank and foreign subsidiaries with functional currencies other than Japanese Yen have been translated for purposes of segment reporting using the budgeted foreign currency rates. Prior period comparative amounts for such foreign currency income and expenses have been translated using current period budgeted foreign currency rates.
- (2) “Gross profits + Net gains (losses) related to ETFs and others” is reported instead of sales reported by general corporations. Gross profits is defined as the sum of net interest income, fiduciary income, net fee and commission income, net trading income and net other operating income. Net gains (losses) related to ETFs and others consist of net gains (losses) on ETFs held by Mizuho Bank and Mizuho Trust & Banking on their non-consolidated basis and net gains (losses) on operating investment securities of Mizuho Securities on its consolidated basis. For the fiscal years ended March 31, 2023 and 2024, net gains (losses) related to ETFs and others amounted to ¥1.8 billion and ¥(31.0) billion, respectively, of which ¥(0.2) billion and ¥(37.0) billion are included in GMC, respectively.
- (3) “General and administrative expenses” excludes non-allocated gains (losses), net.
- (4) Net business profits (losses) is used in Japan as a measure of the profitability of core banking operations, and is defined as gross profits (as defined above) less general and administrative expenses (excluding non-allocated gains (losses), net) plus equity in earnings (losses) of equity method investees—net less amortization of goodwill and others. Measurement of net business profits (losses) is required for regulatory reporting to the Financial Services Agency of Japan.
- (5) “Fixed assets” is presented based on Japanese GAAP and corresponds to the total amount of the following U.S. GAAP accounts: Premises and equipment-net; Goodwill; Intangible assets; and right-of-use assets related to operating leases included in Other assets. The above table does not include other asset amounts because “Fixed assets” is the only balance sheet metric that management uses when evaluating and making decisions pertaining to the operating segments. “Others” in “Fixed assets” includes assets of headquarters that have not been allocated to each segment, “Fixed assets” pertaining to consolidated subsidiaries that are not subject to allocation, consolidating adjustments, and others. Certain “Fixed assets” expenses have been allocated to each segment using reasonable allocation criteria.
- (6) “Others” includes the following items:
 - profits and expenses pertaining to consolidated subsidiaries that are not subject to allocation;
 - consolidating adjustments, including elimination of internal transaction between each segment;
 - equity in earnings (losses) of equity method investees—net that are not subject to allocation; and
 - profits and losses pertaining to derivative transactions that reflect the counterparty risk of the individual parties and other factors in determining fair market value.

Fiscal Year Ended March 31, 2024 Compared to Fiscal Year Ended March 31, 2023

RBC

Gross profits + net gains related to ETFs and others for the fiscal year ended March 31, 2024 increased by ¥42.6 billion, or 6.0%, compared to the fiscal year ended March 31, 2023, to ¥749.2 billion. The increase was attributable mainly to increases in foreign currency deposits revenues and recovery of individual asset formation-related income.

General and administrative expenses for the fiscal year ended March 31, 2024 increased by ¥45.3 billion, or 7.4%, compared to the fiscal year ended March 31, 2023, to ¥651.1 billion.

As a result of the foregoing and an increase in equity in earnings of equity method investees—net, net business profits + net gains related to ETFs and others for the fiscal year ended March 31, 2024 increased by ¥24.6 billion, or 30.6%, compared to the fiscal year ended March 31, 2023, to ¥105.0 billion.

CIBC

Gross profits + net gains related to ETFs and others for the fiscal year ended March 31, 2024 increased by ¥47.6 billion, or 9.3%, compared to the fiscal year ended March 31, 2023, to ¥556.3 billion. The increase was attributable mainly to an increase in loans and deposits income and significant solutions business transactions.

General and administrative expenses for the fiscal year ended March 31, 2024 increased by ¥15.6 billion, or 7.7%, compared to the fiscal year ended March 31, 2023, to ¥217.7 billion.

As a result, net business profits + net gains related to ETFs and others for the fiscal year ended March 31, 2024 increased by ¥33.2 billion, or 10.6%, compared to the fiscal year ended March 31, 2023, to ¥346.1 billion.

GCIBC

Gross profits + net gains related to ETFs and others for the fiscal year ended March 31, 2024 increased by ¥43.0 billion, or 6.8%, compared to the fiscal year ended March 31, 2023, to ¥670.2 billion. The increase was attributable mainly to an improvement in deposit income and an increase in capital market-related income.

General and administrative expenses for the fiscal year ended March 31, 2024 increased by ¥43.1 billion, or 13.9%, compared to the fiscal year ended March 31, 2023, to ¥352.4 billion.

As a result, net business profits + net gains related to ETFs and others for the fiscal year ended March 31, 2024 decreased by ¥0.1 billion, being substantially unchanged compared to the fiscal year ended March 31, 2023, to ¥337.4 billion.

GMC

Gross profits + net losses related to ETFs and others for the fiscal year ended March 31, 2024 increased by ¥118.2 billion, or 37.6%, compared to the fiscal year ended March 31, 2023, to ¥432.4 billion. The increase was attributable mainly to increases in profits from sales and trading business in the Americas, asset liability management (ALM) and the Japanese government bond portfolio.

General and administrative expenses for the fiscal year ended March 31, 2024 increased by ¥53.9 billion, or 21.2%, compared to the fiscal year ended March 31, 2023, to ¥307.4 billion.

As a result, net business profits + net losses related to ETFs and others for the fiscal year ended March 31, 2024 increased by ¥65.0 billion, or 108.5%, compared to the fiscal year ended March 31, 2023, to ¥125.0 billion.

AMC

Gross profits + net gains related to ETFs and others for the fiscal year ended March 31, 2024 increased by ¥2.4 billion, or 4.4%, compared to the fiscal year ended March 31, 2023, to ¥57.2 billion. The increase was attributable mainly to increases in profits relating to publicly offered investment trusts and profits from pension business.

General and administrative expenses for the fiscal year ended March 31, 2024 increased by ¥1.0 billion, or 3.1%, compared to the fiscal year ended March 31, 2023, to ¥36.1 billion.

As a result of the foregoing and an increase in equity in losses of equity method investees—net, net business profits + net gains related to ETFs and others for the fiscal year ended March 31, 2024 decreased by ¥10.0 billion, or 78.5%, compared to the fiscal year ended March 31, 2023, to ¥2.7 billion.

Geographical Segment Analysis

The following discussion relates to our geographical segment analysis for the fiscal years ended March 31, 2023 and 2024. For the discussion on our geographical segment analysis for the fiscal year ended March 31, 2022, including certain comparative discussion on our operating results for the fiscal years ended March 31, 2022 and 2023, please refer to “Item 5. Operating and Financial Review and Prospects—Geographical Segment Analysis” in our annual report on Form 20-F for the fiscal year ended March 31, 2023, filed with the SEC on June 28, 2023.

The following table presents consolidated income statement and total assets information by major geographic area. Foreign activities are defined as business transactions that involve customers residing outside of Japan. However, as our operations are highly integrated globally, we have made estimates and assumptions for the allocation of assets, liabilities, income and expenses among the geographic areas.

	Japan	Americas		Europe	Asia/Oceania excluding Japan, and others	Total
		United States	Others			
	(in billions of yen)					
Fiscal year ended March 31, 2023:						
Total revenue ⁽¹⁾	¥ 1,105	¥ 1,841	¥ 93	¥ 446	¥ 792	¥ 4,277
Total expenses ⁽²⁾	1,784	1,455	85	413	471	4,208
Income (loss) before income tax expense (benefit)	(679)	386	8	33	321	69
Net income (loss)	¥ (555)	¥ 297	¥ 2	¥ 20	¥ 270	¥ 34
Total assets at end of fiscal year	¥161,349	¥45,516	¥3,580	¥16,635	¥21,701	¥248,781
Fiscal year ended March 31, 2024:						
Total revenue ⁽¹⁾	¥ 2,827	¥ 3,584	¥ 198	¥ 804	¥ 1,097	¥ 8,511
Total expenses ⁽²⁾	2,172	2,979	192	817	728	6,888
Income (loss) before income tax expense	655	606	7	(13)	369	1,623
Net income (loss)	¥ 449	¥ 491	¥ (2)	¥ (50)	¥ 309	¥ 1,198
Total assets at end of fiscal year	¥170,064	¥57,036	¥4,483	¥19,142	¥21,448	¥272,173

Notes:

- (1) Total revenue includes interest and dividend income and noninterest income.
- (2) Total expenses include interest expense, provision (credit) for credit losses and noninterest expenses.

Fiscal Year Ended March 31, 2024 Compared to Fiscal Year Ended March 31, 2023

In the fiscal year ended March 31, 2024, we recorded a net loss in the Americas excluding the United States, and Europe. Among the geographical regions in which we recorded net income, 35.9% of our net income was derived from Japan, 39.3% from the United States and 24.8% from Asia/Oceania excluding Japan, and others. At March 31, 2024, 62.5% of total assets were allocated to Japan, 21.0% to the United States, 1.6% to the Americas excluding the United States, 7.0% to Europe and 7.9% to Asia/Oceania excluding Japan, and others.

In Japan, total revenue increased by ¥1,722 billion from the previous fiscal year due primarily to an increase in investment gains related to equity securities and a change from trading account losses—net to trading account gains—net. The increase in investment gains related to equity securities was due mainly to an increase in gains related to changes in the fair value of Japanese equity securities in the fiscal year ended March 31, 2024, which mostly reflected the strength in market conditions. The change from trading account losses—net to trading account gains—net was due mainly to an increase in gains related to changes in the fair value of Japanese equity securities in the fiscal year ended March 31, 2024, which mostly reflected the strength in market conditions. Total expenses increased by ¥388 billion from the previous fiscal year due mainly to increases in other noninterest expenses and expenses on long-term debt and payables under repurchase agreements and securities lending transactions. In addition, we recorded an income tax expense of ¥206 billion in Japan in the fiscal year ended March 31, 2024 compared to an income tax benefit of ¥124 billion in the previous fiscal year. As a result, we recorded net income of ¥449 billion in Japan in the fiscal year ended March 31, 2024 compared to net loss of ¥555 billion in the previous fiscal year. Total assets in Japan increased by ¥8,715 billion due primarily to increases in interest-bearing deposits in other banks and receivables under resale agreements, offset in part by a decrease in investments.

In the United States, total revenue increased by ¥1,743 billion from the previous fiscal year due primarily to increases in interest income from loans, including fees, interest-bearing deposits in other banks and receivables under resale agreements and securities borrowing transactions. The increases in interest income from loans, including fees, interest-bearing deposits in other banks and receivables under resale agreements and securities borrowing transactions were due mainly to an increase in the average yield. Total expenses increased by ¥1,524 billion due mainly to increases in expenses on payables under repurchase agreements and securities lending transactions and deposits. As a result, net income in the United States increased by ¥194 billion. Total assets in the United States increased by ¥11,520 billion due primarily to increases in trading account assets and receivables under resale agreements.

In the Americas excluding the United States, total revenue increased by ¥105 billion from the previous fiscal year due primarily to an increase in interest income from loans, including fees, and a change from trading account losses—net to trading account gains—net. Total expenses increased by ¥107 billion due mainly to an increase in expense on deposits. As a result, we recorded net loss of ¥2 billion in the Americas excluding the United States in the fiscal year ended March 31, 2024 compared to net income of ¥2 billion in the previous fiscal year. Total assets in the Americas excluding the United States increased by ¥903 billion due primarily to increases in loans and investments.

In Europe, total revenue increased by ¥358 billion from the previous fiscal year due primarily to increases in interest income from loans, including fees, and receivables under resale agreements and securities borrowing transactions. Total expenses increased by ¥404 billion due mainly to an increase in expenses on deposits. As a result, we recorded net loss of ¥50 billion in Europe in the fiscal year ended March 31, 2024 compared to net income of ¥20 billion in the previous fiscal year. Total assets in Europe increased by ¥2,507 billion due primarily to increases in receivables under resale agreements and loans.

In Asia/Oceania excluding Japan, and others, total revenue increased by ¥305 billion from the previous fiscal year due primarily to an increase in interest income from loans, including fees. Total expenses increased by ¥257 billion due mainly to an increase in expenses on deposits. As a result, net income in Asia/Oceania excluding Japan, and others increased by ¥39 billion. Total assets in Asia/Oceania excluding Japan, and others decreased by ¥253 billion due primarily to decreases in loans and cash and due from banks, offset in part by an increase in trading account assets.

Financial Condition

Assets

Our assets as of March 31, 2023 and 2024 were as follows:

	As of March 31,		Increase (decrease)
	2023	2024	
	(in billions of yen)		
Cash and due from banks	¥ 2,242	¥ 2,046	¥ (196)
Interest-bearing deposits in other banks	65,750	72,067	6,317
Call loans and funds sold	1,647	1,392	(255)
Receivables under resale agreements	11,695	20,535	8,840
Receivables under securities borrowing transactions	1,892	2,352	460
Trading account assets	29,641	36,760	7,119
Investments	29,643	27,798	(1,845)
Loans	94,176	98,445	4,269
Allowance for credit losses on loans	(701)	(750)	(49)
Loans, net of allowance	93,475	97,695	4,220
Premises and equipment—net	1,654	1,714	60
Due from customers on acceptances	406	438	32
Accrued income	511	692	181
Goodwill	93	164	71
Intangible assets	45	45	—
Deferred tax assets	387	196	(191)
Other assets	9,700	8,280	(1,420)
Total assets	<u>¥248,781</u>	<u>¥272,173</u>	<u>¥23,392</u>

Total assets increased by ¥23,392 billion from March 31, 2023 to ¥272,173 billion as of March 31, 2024. The increase was due mainly to increases of ¥8,840 billion in receivables under resale agreements, ¥7,119 billion in trading account assets, ¥6,317 billion in interest-bearing deposits in other banks and ¥4,220 billion in loans, net of allowance, offset in part by decreases of ¥1,845 billion in investments and ¥1,420 billion in other assets.

Loans

Loans outstanding

The following table shows our loans outstanding as of March 31, 2023 and 2024:

	As of March 31,				Increase	
	2023		2024		(decrease)	
(in billions of yen, except percentages)						
Domestic:						
Corporate:						
Large companies	¥43,365	46.0%	¥45,921	46.6%	¥2,556	0.6%
Small and medium-sized companies	2,999	3.2	2,436	2.5	(563)	(0.7)
Retail:						
Housing loan	7,507	8.0	7,170	7.3	(337)	(0.7)
Others	1,548	1.6	1,403	1.4	(145)	(0.2)
Sovereign	1,866	2.0	2,447	2.5	581	0.5
Banks and other financial institutions	645	0.7	1,231	1.3	586	0.6
Total domestic	57,930	61.5	60,608	61.6	2,678	0.1
Foreign:						
Corporate ⁽¹⁾	33,250	35.3	33,905	34.4	655	(0.9)
Retail	9	0.0	10	0.0	1	0.0
Sovereign	478	0.5	687	0.7	209	0.2
Banks and other financial institutions	2,509	2.7	3,235	3.3	726	0.6
Total foreign	36,246	38.5	37,837	38.4	1,591	(0.1)
Total loans before allowance for credit losses on loans	¥94,176	100.0%	¥98,445	100.0%	¥4,269	—

Note:

- (1) Corporate under Foreign includes ¥184 billion and ¥176 billion of lease receivables that are receivables arising from direct financing leasing for the fiscal years ended March 31, 2023 and 2024, respectively.

Loans are generally carried at the principal amount adjusted for unearned income and deferred net nonrefundable loan fees and costs. The total amounts of unearned income and deferred net nonrefundable loan fees and costs were ¥238 billion and ¥268 billion at March 31, 2023 and 2024, respectively.

Total loans before allowance for credit losses on loans increased by ¥4,269 billion from March 31, 2023 to ¥98,445 billion as of March 31, 2024. Loans to domestic borrowers increased by ¥2,678 billion to ¥60,608 billion due mainly to an increase in loans to large companies.

Loans to foreign borrowers increased by ¥1,591 billion from March 31, 2023 to ¥37,837 billion as of March 31, 2024. The increase in loans to foreign borrowers was due mainly to increases in loans to banks and other financial institutions and corporate borrowers.

Within our loan portfolio, the proportion of loans to domestic borrowers against gross total loans increased from 61.5% to 61.6%, while that of loans to foreign borrowers against gross total loans decreased from 38.5% to 38.4%. Loans to foreign borrowers were regionally diversified.

Nonaccrual Loans

General

In accordance with our group's credit risk management policies, we use an internal rating system that consists of credit ratings for the corporate portfolio segment and pool allocations for the retail portfolio segment

as the basis of our risk management infrastructure. Credit ratings consist of obligor ratings which represent the level of credit risk of the obligor, and transaction ratings which represent the ultimate possibility of losses expected on individual loans by taking into consideration various factors such as collateral or guarantees involved. In principle, obligor ratings are applied to all obligors except those to which pool allocations are applied, and are subject to regular review at least once a year as well as special review which is required whenever the obligor's credit standing changes. Pool allocations are applied to small loans that are less than a specified amount by pooling customers and loans with similar risk characteristics, and the risk is assessed mainly based on past due status and managed according to such pools. We generally review the appropriateness and effectiveness of the approach to obligor ratings and pool allocations once a year in accordance with predetermined policies and procedures.

We do not record expected credit losses for accrued interest receivables because uncollectible accrued interest is reversed through interest income in a timely manner in line with our nonaccrual and past due policies for loans. The amount of accrued interest receivables was ¥198 billion and ¥260 billion at March 31, 2023 and 2024, respectively, and included in accrued income.

The table below presents our definition of obligor ratings used by Mizuho Bank and Mizuho Trust & Banking:

Obligor category ⁽¹⁾⁽²⁾	Obligor rating	Definition
Normal	A	Obligors whose certainty of debt fulfillment is very high, hence their level of credit risk is very low.
	B	Obligors whose certainty of debt fulfillment poses no problems for the foreseeable future, and their level of credit risk is low.
	C	Obligors whose certainty of debt fulfillment and their level of credit risk pose no problems for the foreseeable future.
	D	Obligors whose current certainty of debt fulfillment poses no problems, however, their resistance to future economic environmental changes is low.
Watch	E1	Obligors that require observation going forward because of either minor concerns regarding their financial position, or their somewhat weak or unstable business conditions.
	E2	Obligors that require special observation going forward because of problems with their borrowings such as reduced or suspended interest payments, problems with debt fulfillment such as failure to make principal or interest payments, or problems with their financial position as a result of their weak or unstable business conditions.
Intensive control	F	Obligors that are not yet bankrupt but are in financial difficulties and are deemed likely to become bankrupt in the future because of insufficient progress in implementing their management improvement plans or other measures (including obligors that are receiving ongoing support from financial institutions).
Substantially bankrupt	G	Obligors that have not yet become legally or formally bankrupt but are substantially insolvent because they are in serious financial difficulties and are deemed to be incapable of being restructured.
Bankrupt	H	Obligors that have become legally or formally bankrupt.

Notes:

- (1) Special attention obligors are watch obligors with modified debt or 90 days or more delinquent debt. Loans to such obligors are considered nonaccrual.
- (2) We classify loans to special attention, intensive control, substantially bankrupt and bankrupt obligors as nonaccrual loans.

We consider loans to be nonaccrual when it is probable that we will be unable to collect all the scheduled payments of principal and interest when due according to the contractual terms of the loans. We classify loans to special attention, intensive control, substantially bankrupt and bankrupt obligors as nonaccrual loans. We do not have any loans to borrowers that cause management to have serious doubts as to the ability of such borrowers to comply with the present loan repayment terms for the periods presented other than those already designated as nonaccrual loans. See “Item 11. Quantitative and Qualitative Disclosures about Credit, Market and Other Risk—Credit Risk Management” for descriptions of our self-assessment procedures and our internal credit rating system.

Our credit management activities consist of activities such as efforts to provide management consultation to support borrowers’ business initiatives, to increase the quantity and enhance the quality of loan collateral, and to adjust loan balances to an appropriate level, when the borrower’s credit quality is showing a decline. These activities can lead to improvements in obligor classifications through improvements in the business and financial condition of borrowers and, as a result, a reduction in allowance for credit losses on loans.

We attempt to remove nonaccrual loans from our balance sheet within three years from the time when they are categorized through methods such as collection, charge-offs, disposal and improving the borrowers’ credit rating through restructuring efforts.

Loan modifications

Restructuring efforts are made through our various business revitalization support measures conducted based on requests from borrowers that are in a weakened state that require some form of support. When confronted with the decision of whether to agree to business revitalization support, which includes forgiveness of debt (including debt to equity swaps), reductions in stated interest rates to below market levels and postponement of payment of principal and/or interest (other than insignificant extensions), we carefully consider whether it is beneficial to our shareholders and depositors based on various factors such as whether (i) a legal reorganization process would significantly damage the obligor’s business value such that there is a fear that the obligor will not be able to restructure its business, (ii) the restructuring plan is appropriate and is economically rational from the viewpoint of minimizing Mizuho’s losses compared to other processes, (iii) both the management and shareholders of the obligor will clearly bear responsibility, and (iv) the allocation of losses among creditors is rational and highly justifiable. The triggers and factors that we review to identify restructured loans are modifications imposed by law or a court of law and alterations based on agreement with the borrower such as the reduction of the stated interest rate and forgiveness of debt (including debt to equity swaps), and we consider restructured loans, with respect to which concessions that it would not otherwise consider were granted to borrowers experiencing financial difficulty. We consider the relevant obligor to be in financial difficulty when its rating based on our internal rating system is E2 or below. The types of concessions that we would not otherwise consider include the various forms of business revitalization support described above. In general, modified loans to borrowers experiencing financial difficulty will return to accrual loans when we determine that the borrower poses no problems regarding current certainty of debt fulfillment, i.e., the borrower qualifies for a rating of D or above based on our internal rating system.

We determine whether restructured loans other than modified loans to borrowers experiencing financial difficulty are nonaccrual loans based on the application of our internal rating system as we do generally with respect to all obligors. We determine whether restructured loans are past due or current by comparing the obligors’ payments with the modified contract terms. The effect of the restructuring on the obligors is considered in developing the allowance based on the restructuring’s effect on the estimation of future cash flows of such loans. See note 4 to our consolidated financial statements included elsewhere in this annual report for further information on loan modifications.

While we maintain basic guidelines covering restructured loans, we do not have any standardized modification programs. Instead, we apply various modifications as appropriate for the specific circumstances of the obligor in question. We do not have a policy that specifically limits the number of modifications that can be performed for a specific loan.

Balance of nonaccrual loans

The following table shows our nonaccrual loans as of March 31, 2023 and 2024:

	As of March 31,					
	2023		2024		Increase (decrease)	
	Nonaccrual loans	Ratio to gross total loans	Nonaccrual loans	Ratio to gross total loans	Nonaccrual loans	Ratio to gross total loans
	(in billions of yen, except percentages)					
Domestic:						
Corporate:						
Large companies	¥ 980	2.3%	¥ 967	2.1%	¥(13)	(0.2%)
Small and medium-sized companies	122	4.1	97	4.0	(25)	(0.1)
Retail:						
Housing loan	39	0.5	35	0.5	(4)	0.0
Others	55	3.6	49	3.5	(6)	(0.1)
Total domestic	1,196	2.1	1,149	1.9	(47)	(0.2)
Foreign	136	0.4	127	0.3	(9)	(0.1)
Total nonaccrual loans	<u>¥1,332</u>	1.4	<u>¥1,276</u>	1.3	<u>¥(56)</u>	(0.1)

Total nonaccrual loans decreased by ¥56 billion, or 4.2%, from March 31, 2023 to ¥1,276 billion as of March 31, 2024. Nonaccrual loans to domestic borrowers decreased by ¥47 billion due mainly to a decrease in nonaccrual loans to certain corporate borrowers. Nonaccrual loans to foreign borrowers decreased by ¥9 billion due mainly to a decrease of ¥17 billion in the balance of nonaccrual loans that meet our classification criteria, which was partially offset by an increase of ¥8 billion due to foreign currency translation effects.

Reflecting the aforementioned change, the percentage of nonaccrual loans within gross total loans decreased from 1.4% as of March 31, 2023 to 1.3% as of March 31, 2024. The percentage of nonaccrual loans net of allowance for credit losses on loans to gross total loans net of allowance for credit losses on loans decreased from 0.67% as of March 31, 2023 to 0.54% as of March 31, 2024 due to a decrease in nonaccrual loans net of allowance for credit losses on loans and an increase in gross total loans net of allowance for credit losses on loans.

Allowance for Credit Losses on Loans

Calculation of allowance for credit losses on loans

Each reporting period, we make adjustments to the allowance for credit losses on loans through provision (credit) for credit losses in the consolidated statements of income. Loan principal that management judges to be uncollectible, based on detailed loan reviews and a credit quality assessment, is charged off against the allowance for credit losses on loans. In general, we charge off loans when we determine that the obligor should be classified as substantially bankrupt or bankrupt. See the table above in “—Nonaccrual Loans—General.” for the definitions of obligor categories. Obligors in the retail portfolio segment are generally determined to be substantially bankrupt when they are past due for more than six months, and as for obligors in the corporate portfolio segment, we separately monitor the credit quality of each obligor without using time-based triggers.

We maintain an appropriate allowance for credit losses on loans to represent management's estimate of the expected credit losses in our loan portfolio. Management evaluates the appropriateness of the allowance for credit losses on loans semi-annually. The allowance considers expected credit losses over the remaining expected lives of the applicable instruments. The expected life of each instrument is determined by considering expected prepayments, contractual terms and cancellation features. The allowance for credit losses involves significant judgments on a number of matters including expectations of future economic conditions, assignment of obligor ratings, valuation of collateral, and the development of qualitative adjustments.

When determining expected credit losses, a single forward-looking macroeconomic scenario is considered over a reasonable and supportable forecast period. This forward-looking macroeconomic scenario is in line with the scenario used for our business plan. If the scenarios are not reflective of management's expectations, adjustments may be made to the scenario. After the forecast period, we revert to long-term historical loss experience with a certain graduated transition period, to estimate losses over the remaining lives of financial assets measured at amortized cost and certain off-balance-sheet instruments. The macroeconomic scenario is updated semi-annually in principle and is reviewed to reflect current economic conditions and our expectation of future conditions on a timely basis. For March 31, 2023 and 2024, we used the most recent macroeconomic scenario available during our credit loss estimation process.

In terms of the internal risk ratings, for the corporate portfolio segment, the credit quality review process and the credit rating process serve as the basis for determining the allowance for credit losses on loans. Through such processes loans are categorized into groups to reflect the probability of default, whereby our management assesses the ability of borrowers to service their debt, taking into consideration current financial information, ability to generate cash, historical payment experience, analysis of relevant industry segments and current trends. For the retail portfolio segment, the different categories of past due status of loans are primarily utilized in the credit quality review and the credit rating processes as the basis for determining the allowance for credit losses on loans.

In general, we estimate expected credit losses collectively on the loans in the case of normal and watch obligors, considering the risk associated with a particular pool and the probability that the exposures within the pool will deteriorate or default. The allowance for credit losses on nonaccrual loans generally includes the allowance for those loans that were individually evaluated for expected credit losses. See note 4 to our consolidated financial statements included elsewhere in this annual report for the definitions of obligor categories and classification of nonaccrual loans.

The estimation of expected credit losses that are evaluated collectively begins with a quantitative calculation that considers the likelihood of the borrower changing delinquency status or moving from one obligor category or rating to another. The quantitative calculation covers expected credit losses over an instrument's expected life and is estimated by applying credit loss factors to our estimated exposure at default. The credit loss factors incorporate the probability of default as well as the loss given default based on the historical loss rates. To supplement the historical loss data for overseas obligors, external credit ratings such as S&P are also used to calculate the probability of default. The model and inputs used to determine credit losses on loans that are evaluated collectively are analyzed on a periodic basis by comparing the estimated values with the actual results subsequent to the balance sheet date.

We divide our overall portfolio into domestic and foreign portfolios, and categorize the domestic portfolio into four portfolio segments according to their risk profiles: corporate, retail, sovereign, and banks and financial institutions.

The corporate portfolio segment consists of loans originated primarily by Mizuho Bank and Mizuho Trust & Banking, and includes mainly business loans such as those used for working capital and capital expenditure, as well as loans for which the primary source of repayment of the obligation is income generated by the relevant assets such as project finance, asset finance and real estate finance. The corporate portfolio segment is divided

into two classes based on their risk characteristics: large companies, and small and medium-sized companies. For the corporate portfolio segment, we consider key economic factors such as gross domestic products for Japan and each relevant foreign location, where the portfolio is significant, and the interest rates in Japan when estimating the credit loss.

The retail portfolio segment consists mainly of residential mortgage loans originated by Mizuho Bank, and it is divided into two classes based on their risk characteristics: housing loan and others. For the retail portfolio segment, the Japanese unemployment rate is applied as a key factor. As it pertains to modified loans to borrowers experiencing financial difficulty in the retail portfolio segment, the restructuring itself, as well as subsequent payment defaults, if any, are considered in determining obligor categories. Expected credit loss estimates also include consideration of expected cash recoveries on loans previously charged-off, or expected recoveries on collateral dependent loans where recovery is expected through sale of the collateral.

The allowance recorded for individually evaluated loans is based on (1) the present value of expected future cash flows, after considering the restructuring effect and subsequent payment default with respect to modified loans to borrowers experiencing financial difficulty, discounted at the loan's post-modification contractual effective interest rate, (2) the loan's observable market price, or (3) the fair value of the collateral if the loan is collateral dependent. The collateral that we obtain for loans consists primarily of real estate. In obtaining the collateral, we evaluate the fair value of the collateral and its legal enforceability. We also perform subsequent re-evaluations at least once a year. As it pertains to real estate collateral, valuation is generally performed by an appraising subsidiary which is independent from our loan origination departments by using generally accepted valuation techniques such as (1) the replacement cost approach, (2) the sales comparison approach or (3) the income approach. In the case of large real estate collateral, we generally engage third-party appraisers to perform the valuation.

Our methodology for determining the appropriate allowance for credit losses on loans also considers the imprecision inherent in the methodologies used. As a result, the amounts determined under the methodologies described above could be adjusted by management to consider the potential impact of other qualitative factors which include, but are not limited to, imprecision in macroeconomic scenario assumptions and emerging risks related to changes in the environment that affect specific portfolio segments including segments impacted by the Russia-Ukraine situation. Considering internal and external factors affecting the credit quality of the portfolio, we incorporated the estimated impact of the Russia-Ukraine situation, interest rates hike on domestic obligors and other factors contributing to economic uncertainty into the macroeconomic scenario by using assumptions such as the future outlook of the business environment for specific portfolio segments and the current forecast for the growth rate of gross domestic product.

In terms of the Russia-Ukraine situation, considering the country risk arising from the continued sanctions against Russia and the downgrading of their credit rating, we incorporated the estimated impact of the Russia-Ukraine situation into the macroeconomic scenario used for determining the allowance for credit losses on loans.

Balance of allowance for credit losses on loans

The following table summarizes changes in our allowance for credit losses on loans in the fiscal years ended March 31, 2023 and 2024:

	Domestic				Foreign ⁽²⁾	Total
	Corporate	Retail	Sovereign	Banks and other financial institutions (in millions of yen)		
Fiscal year ended March 31, 2023						
Balance at beginning of fiscal year	¥ 602	¥ 73	¥—	¥—	¥134	¥ 810
Provision (credit) for credit losses on loans	52	(5)	—	—	44	91
Charge-offs	(153)	(6)	—	—	(69)	(228)
Recoveries	6	1	—	—	4	11
Net charge-offs	(147)	(4)	—	—	(65)	(217)
Others ⁽¹⁾	—	—	—	—	17	17
Balance at end of fiscal year	¥ 506	¥ 64	¥—	¥ 1	¥131	¥ 701
Fiscal year ended March 31, 2024						
Balance at beginning of fiscal year	¥ 506	¥ 64	¥—	¥ 1	¥131	¥ 701
Provision (credit) for credit losses on loans	84	(4)	—	(1)	(26)	53
Charge-offs	(32)	(5)	—	—	(10)	(46)
Recoveries	6	1	—	—	5	12
Net charge-offs	(26)	(4)	—	—	(5)	(34)
Others ⁽¹⁾	—	—	—	—	31	31
Balance at end of fiscal year	¥ 564	¥ 56	¥—	¥—	¥130	¥ 750

Notes:

- (1) Others includes primarily foreign exchange translation.
- (2) The majority of total Foreign consist of Corporate.

Allowance for credit losses on loans increased by ¥49 billion, or 7.0%, from March 31, 2023 to ¥750 billion as of March 31, 2024 due to provision for credit losses on loans to certain domestic corporate borrowers. As a result, the percentage of allowance for credit losses on loans against total loans increased by 0.02 percentage points to 0.76%.

Provision for credit losses on loans decreased by ¥38 billion from March 31, 2023 to ¥53 billion for the fiscal year ended March 31, 2024. The decrease was due mainly to a change from provision for credit losses on loans to credit for credit losses on loans to foreign borrowers, offset in part by an increase in provision for credit losses on loans to domestic corporate borrowers.

Charge-offs decreased by ¥182 billion from March 31, 2023 to ¥46 billion for the fiscal year ended March 31, 2024. The decrease was due mainly to decreases in charge-offs of loans to domestic corporate borrowers and foreign borrowers.

Investments

The majority of our investments are available-for-sale and held-to-maturity securities, which at March 31, 2023 and 2024 were as follows:

	As of March 31,								
	2023			2024			Increase (decrease)		
	Amortized cost	Fair value	Net unrealized gains (losses)	Amortized cost	Fair value	Net unrealized gains (losses)	Amortized cost	Fair value	Net unrealized gains (losses)
	(in billions of yen)								
Available-for-sale securities:									
Debt securities:									
Japanese government bonds	¥16,484	¥16,449	¥ (35)	¥10,968	¥10,974	¥ 6	¥(5,516)	¥(5,475)	¥ 41
Other than Japanese government bonds	6,796	6,785	(11)	6,744	6,739	(5)	(52)	(46)	6
Total	<u>¥23,280</u>	<u>¥23,234</u>	<u>¥ (46)</u>	<u>¥17,712</u>	<u>¥17,713</u>	<u>¥ 1</u>	<u>¥(5,568)</u>	<u>¥(5,521)</u>	<u>¥ 47</u>
Held-to-maturity securities:									
Debt securities:									
Japanese government bonds	¥ 799	¥ 800	¥ 1	¥ 519	¥ 512	¥ (7)	¥ (280)	¥ (288)	¥ (8)
Agency mortgage-backed securities	1,251	1,115	(136)	3,528	3,351	(177)	2,277	2,236	(41)
Total	<u>¥ 2,050</u>	<u>¥ 1,915</u>	<u>¥(135)</u>	<u>¥ 4,048</u>	<u>¥ 3,863</u>	<u>¥(185)</u>	<u>¥ 1,998</u>	<u>¥ 1,948</u>	<u>¥(50)</u>

Available-for-sale securities measured at fair value decreased by ¥5,521 billion from March 31, 2023 to ¥17,713 billion as of March 31, 2024. This decrease was due primarily to our sales, and redemptions by the Japanese government, of Japanese government bonds, offset in part by our purchases of Japanese government bonds. Held-to-maturity securities measured at amortized cost increased by ¥1,998 billion from March 31, 2023 to ¥4,048 billion as of March 31, 2024. See note 3 to our consolidated financial statements included elsewhere in this annual report for details of other investments included within investments.

The amount of our funding through deposits significantly exceeds our total loans. As a result, we allocate a significant portion of such excess among investments in debt securities, including Japanese government bonds, and investments in equity securities consisting mainly of common stock of Japanese listed company customers. We will continue our efforts to dispose of cross-shareholdings in order to decrease the potential impact on our financial position due to fluctuations in stock prices, and to be able to fully perform financial intermediary functions even under periods of stress.

Fluctuations in long-term interest rates lead to changes in the fair value of our portfolio of debt securities, a majority of which consists of Japanese government bonds. As of March 31, 2024, we had a total of ¥17,713 billion of available-for-sale securities within our investments, of which ¥10,974 billion were Japanese government bonds. We had ¥23,234 billion and ¥17,713 billion of available-for-sale securities measured at fair value as of March 31, 2023 and 2024, respectively, and net unrealized losses of ¥46 billion and net unrealized gains of ¥1 billion were reflected in accumulated other comprehensive income, net of tax, as of such dates, respectively. As the negative interest rate policy of the Bank of Japan that started in February 2016 was maintained until March 2024 and the resulting fluctuations in interest rates may have a substantial impact on the value of our Japanese government bonds portfolio, in order to prepare for the risk of sudden and significant future interest rate change, we continue to manage our Japanese government bonds portfolio conservatively by managing the average remaining period of our portfolio and strengthening risk management, including through the use of internal stress tests. Based on aggregated non-consolidated figures of our principal banking subsidiaries on a managerial accounting basis after taking into account hedging activities, the average remaining period of our Japanese government bond portfolio included in available-for-sale securities within our investments and excluding held-to-maturity securities as of March 31, 2024 was approximately 0.3 years compared to 0.7 years as of March 31, 2023.

Risk management related to our securities portfolio continues to be a key focus in light of the increase in instability and uncertainty in the global economy in recent years.

Trading Account Assets

Trading account assets increased by ¥7,119 billion from March 31, 2023 to ¥36,760 billion at March 31, 2024. The increase was due mainly to an increase in the market value of receive-variable, pay-fixed derivative instruments based on interest rate contracts, reflecting a fluctuation in long-term interest rates, and increases in the fair value of trading account assets denominated in foreign currency and the market value of derivative instruments based on foreign exchange contracts, reflecting the depreciation of the yen.

Liabilities

The following table shows our liabilities as of March 31, 2023 and 2024:

	<u>As of March 31,</u>		<u>Increase (decrease)</u>
	<u>2023</u>	<u>2024</u>	
	(in billions of yen)		
Deposits	¥164,936	¥172,362	¥ 7,426
Due to trust accounts	749	246	(503)
Call money and funds purchased	1,815	1,661	(154)
Payables under repurchase agreements	25,737	38,105	12,368
Payables under securities lending transactions	886	1,350	464
Other short-term borrowings	3,397	3,645	248
Trading account liabilities	19,363	20,621	1,258
Bank acceptances outstanding	406	438	32
Income taxes payable	88	88	—
Deferred tax liabilities	25	32	7
Accrued expenses	443	649	206
Long-term debt	14,893	16,277	1,384
Other liabilities	6,318	6,269	(49)
Total liabilities	<u>¥239,056</u>	<u>¥261,742</u>	<u>¥22,686</u>

Total liabilities increased by ¥22,686 billion from March 31, 2023 to ¥261,742 billion as of March 31, 2024. The increase was due primarily to increases of ¥12,423 billion in short-term borrowings, ¥7,426 billion in deposits, ¥1,384 billion in long-term debt and ¥1,258 billion in trading account liabilities. We analyze short-term borrowings, consisting of due to trust accounts, call money and funds purchased, payables under repurchase agreements, payables under securities lending transactions and other short-term borrowings, on a combined basis.

Deposits

The following table shows a breakdown of our deposits as of March 31, 2023 and 2024:

	As of March 31,		Increase (decrease)
	2023	2024	
	(in billions of yen)		
Domestic:			
Noninterest-bearing deposits	¥ 33,137	¥ 33,555	¥ 418
Interest-bearing deposits	92,625	95,039	2,414
Total domestic deposits	125,762	128,594	2,832
Foreign:			
Noninterest-bearing deposits	3,043	3,360	317
Interest-bearing deposits	36,131	40,408	4,277
Total foreign deposits	39,174	43,768	4,594
Total deposits	¥164,936	¥172,362	¥7,426

Total deposits increased by ¥7,426 billion from March 31, 2023 to ¥172,362 billion as of March 31, 2024. Domestic deposits increased by ¥2,832 billion from March 31, 2023 to ¥128,594 billion as of March 31, 2024. Domestic interest-bearing deposits increased by ¥2,414 billion from March 31, 2023 to ¥95,039 billion as of March 31, 2024 due mainly to increases in ordinary deposits and time deposits, offset in part by a decrease in negotiable certificates of deposit. Domestic noninterest-bearing deposits increased by ¥418 billion from March 31, 2023 to ¥33,555 billion as of March 31, 2024 due mainly to an increase in current deposits, offset in part by a decrease in other deposits. Foreign deposits increased by ¥4,594 billion from March 31, 2023 to ¥43,768 billion as of March 31, 2024 due mainly to increases in time deposits and negotiable certificates of deposit, reflecting the depreciation of the yen.

Short-term Borrowings

The following table shows a breakdown of our short-term borrowings as of March 31, 2023 and 2024:

	As of March 31,								
	2023			2024			Increase (decrease)		
	Domestic	Foreign	Total	Domestic	Foreign	Total	Domestic	Foreign	Total
	(in billions of yen)								
Due to trust accounts	¥ 749	¥ —	¥ 749	¥ 246	¥ —	¥ 246	¥(503)	¥ —	¥ (503)
Call money and funds purchased, and payables under repurchase agreements and securities lending transactions	8,410	20,028	28,438	8,165	32,951	41,116	(245)	12,923	12,678
Other short-term borrowings	1,415	1,982	3,397	2,189	1,456	3,645	774	(526)	248
Total short-term borrowings	¥10,574	¥22,010	¥32,584	¥10,599	¥34,407	¥45,007	¥ 25	¥12,397	¥12,423

Total short-term borrowings increased by ¥12,423 billion from March 31, 2023 to ¥45,007 billion as of March 31, 2024. Domestic short-term borrowings increased by ¥25 billion due mainly to increases in other short-term borrowings and payables under securities lending transactions, offset in part by decreases in payables under repurchase agreements and due to trust accounts. Foreign short-term borrowings increased by ¥12,397 billion due mainly to an increase in payables under repurchase agreements.

Trading Account Liabilities

Trading account liabilities increased by ¥1,258 billion from March 31, 2023 to ¥20,621 billion as of March 31, 2024. The increase was due mainly to an increase in the market value of derivative instruments based on foreign exchange contracts, reflecting the depreciation of the yen.

Equity

The following table shows a breakdown of equity as of March 31, 2023 and 2024:

	As of March 31,		Increase (decrease)
	2023	2024	
	(in billions of yen)		
MHFG shareholders' equity:			
Common stock	¥5,833	¥ 5,834	¥ 1
Retained earnings	2,442	3,120	678
Accumulated other comprehensive income, net of tax	649	985	336
Treasury stock, at cost	(9)	(9)	—
Total MHFG shareholders' equity	8,915	9,929	1,014
Noncontrolling interests	810	502	(308)
Total equity	¥9,725	¥10,431	¥ 706

Total equity increased by ¥706 billion from March 31, 2023 to ¥10,431 billion as of March 31, 2024 due mainly to increases in retained earnings and accumulated other comprehensive income, net of tax, offset in part by a decrease in noncontrolling interests.

Retained earnings increased by ¥678 billion from March 31, 2023 to ¥3,120 billion as of March 31, 2024. This increase was due primarily to net income attributable to MHFG shareholders for the fiscal year ended March 31, 2024 of ¥912 billion, offset in part by dividend payments of ¥235 billion.

Accumulated other comprehensive income, net of tax, increased by ¥336 billion from March 31, 2023 to ¥985 billion as of March 31, 2024. The increase was due primarily to foreign currency translation adjustments of ¥240 billion and defined benefit plan adjustments of ¥76 billion.

Noncontrolling interests decreased by ¥308 billion from March 31, 2023 to ¥502 billion as of March 31, 2024. The decrease was due mainly to the deconsolidation of certain investment funds, offset in part by an increase in net assets of certain investment funds that we consolidate.

Liquidity

We continuously endeavor to enhance the management of our liquidity profile to meet our customers' loan demand and deposit withdrawals and respond to unforeseen situations such as adverse movements in stock prices, foreign currency exchange rates, interest rates and other markets or changes in general domestic or international conditions. We manage our liquidity profile through the continuous monitoring of our cash flow situation, the enforcement of upper limits on funds raised in financial markets and other means as further set forth in "Item 11. Quantitative and Qualitative Disclosures about Credit, Market and Other Risk—Liquidity Risk Management."

Deposits, based on our broad customer base and brand recognition in Japan, have been our primary source of liquidity. Our total deposits increased by ¥7,426 billion, or 4.5%, from March 31, 2023 to ¥172,362 billion as of March 31, 2024.

Secondary sources of liquidity include short-term borrowings such as call money and funds purchased and payables under repurchase agreements. We also issue long-term debt, including both senior and subordinated debt, as additional sources for liquidity. We utilize short-term borrowings to diversify our funding sources and to manage our funding costs. We raise senior and subordinated long-term debt for the purpose of improving our total loss absorbing capacity and capital adequacy ratios, which also enhances our liquidity profile. We believe we are able to access such sources of liquidity on a stable and flexible basis based on our current credit ratings.

The following table shows credit ratings assigned to us and to our principal banking subsidiaries by S&P and Moody's as of May 31, 2024:

	As of May 31, 2024			
	S&P		Moody's	
	Long-term	Short-term	Long-term	Short-term
Mizuho Financial Group	A-	—	A1	P-1
Mizuho Bank	A	A-1	A1	P-1
Mizuho Trust & Banking	A	A-1	A1	P-1

We source our funding in foreign currencies primarily from corporate customers, foreign governments, financial institutions and institutional investors, through short-term and long-term financing, under terms and pricing commensurate with our credit ratings above, and customer deposits. In the event of future declines in our credit quality or that of Japan in general, we expect to be able to purchase foreign currencies in sufficient amounts using the yen funds raised through our domestic customer base. As further measures to support our foreign currency liquidity, we hold foreign debt securities and maintain credit lines and swap facilities denominated in foreign currencies.

In order to maintain appropriate funding liquidity, our principal banking subsidiaries hold highly liquid investment assets such as Japanese government bonds as liquidity reserve assets. We monitor the amount of liquidity reserve assets and report such amount to the Risk Management Committee, the Balance Sheet Management Committee and our President & Group CEO on a regular basis. Minimum regulatory reserve amounts, or the reserve amount deposited with the Bank of Japan pursuant to applicable regulations that is calculated as a specified percentage of the amount of deposits held by our principal banking subsidiaries, are excluded in connection with our management of liquidity reserve asset levels. We established and apply classifications for the cash flow conditions affecting the group, including the amount of liquidity reserve assets, that range from “Normal” to “Anxious” and “Crisis” categories, and take appropriate actions based on such conditions. As of March 31, 2024, the balance of Japanese government bonds included within our investments and measured at fair value was ¥11.0 trillion (excluding held-to-maturity securities), and a majority of this amount, which has historically not fluctuated significantly over the course of a fiscal year, was classified as the principal component of liquidity reserve assets.

Under the regulatory liquidity requirements in Japan that consist of the liquidity coverage ratio (“LCR”) standard and the net stable funding ratio (“NSFR”) standard, the regulatory minimum requirements of LCR and NSFR are 100% on both a consolidated and non-consolidated basis for banks with international operations or on a consolidated basis for bank holding companies with international operations. Under the disclosure guidelines of the Financial Services Agency, banks and bank holding companies with international operations are required to disclose the three-month averages of daily LCR and to disclose NSFR on a quarterly basis. Set forth below are the averages of the daily end balances of consolidated LCR data of Mizuho Financial Group, and consolidated and non-consolidated LCR data of our principal banking subsidiaries, each for the three months ended March 31, 2024, and consolidated NSFR data of Mizuho Financial Group, and consolidated and non-consolidated NSFR data of our principal banking subsidiaries, each as of March 31, 2024. The figures are calculated based on our financial statements prepared in accordance with Japanese GAAP and the guidelines on LCR and NSFR established by the Financial Services Agency. All yen figures in this table are truncated.

Liquidity Coverage Ratio (LCR)

	For the three months ended March 31, 2024
	(in billions of yen, except percentages)
Mizuho Financial Group (Consolidated)	
Total high-quality liquid assets (“HQLA”) allowed to be included in the calculation (weighted)	¥ 81,168
Net cash outflows (weighted)	62,571
LCR	129.7%
Mizuho Bank (Consolidated)	
Total HQLA allowed to be included in the calculation (weighted)	¥ 76,584
Net cash outflows (weighted)	59,343
LCR	129.1%
Mizuho Bank (Non-consolidated)	
Total HQLA allowed to be included in the calculation (weighted)	¥ 75,371
Net cash outflows (weighted)	57,635
LCR	130.8%
Mizuho Trust and Banking (Consolidated)	
Total HQLA allowed to be included in the calculation (weighted)	¥ 2,517
Net cash outflows (weighted)	1,734
LCR	148.3%
Mizuho Trust and Banking (Non-consolidated)	
Total HQLA allowed to be included in the calculation (weighted)	¥ 2,435
Net cash outflows (weighted)	1,636
LCR	153.0%

Net Stable Funding Ratio (NSFR)

	As of March 31, 2024
	(in billions of yen, except percentages)
Mizuho Financial Group (Consolidated)	
Available stable funding (weighted)	¥116,744
Required stable funding (weighted)	98,606
NSFR	118.3%
Mizuho Bank (Consolidated)	
Available stable funding (weighted)	¥111,312
Required stable funding (weighted)	92,598
NSFR	120.2%
Mizuho Bank (Non-consolidated)	
Available stable funding (weighted)	¥107,523
Required stable funding (weighted)	87,914
NSFR	122.3%
Mizuho Trust and Banking (Consolidated)	
Available stable funding (weighted)	¥ 3,423
Required stable funding (weighted)	2,943
NSFR	116.3%
Mizuho Trust and Banking (Non-Consolidated)	
Available stable funding (weighted)	¥ 3,349
Required stable funding (weighted)	2,866
NSFR	116.8%

For more information on LCR and NSFR, see “Item 4. Information on the Company—Supervision and Regulation—Liquidity.”

Off-balance-sheet Arrangements

We engage in various types of off-balance-sheet arrangements in the ordinary course of our business to meet the financing needs of our customers. These arrangements include various guarantees and commitments. The following tables show the contractual or notional amounts of our guarantees and undrawn commitments as of March 31, 2023 and 2024:

	As of March 31,		Increase (decrease)
	2023	2024	
	(in billions of yen)		
Guarantees:			
Performance guarantees	¥ 3,548	¥ 3,896	¥ 348
Guarantees on loans	228	348	120
Guarantees on securities	82	93	11
Other guarantees	3,306	3,543	237
Guarantees for the repayment of trust principal	18	16	(2)
Liabilities of trust accounts	554	599	45
Derivative financial instruments	83,420	113,108	29,688
	(in billions of yen)		
Commitments:			
Commitments to extend credit	¥100,973	¥115,577	¥14,604
Commercial letters of credit	1,336	1,778	442
Total commitments	<u>¥102,309</u>	<u>¥117,355</u>	<u>¥15,046</u>

See note 22 to our consolidated financial statements included elsewhere in this annual report for the description of the nature of the various types of guarantees and commitments.

The contractual or notional amounts of these instruments generally represent the maximum potential amounts of future payments without consideration of possible recoveries under recourse provisions or from collateral held. For example, the amount under commitments to extend credit does not necessarily equal the impact that such commitment will have on our future cash flow, because many of these commitments expire without our making actual credit extensions up to the full commitment amount or at all. Also, many of the agreements related to the commitments to extend credit include terms that allow us to refuse, or reduce the amount of, credit extensions based on changes in the financial environment, declines in the obligor’s credit quality and other reasons. Finally, we receive collateral such as real estate and securities at the time of the contract as we deem necessary, and we regularly review the credit quality of the customer based on the internal guidelines and revise the terms of the contract as we deem necessary to manage credit risks.

Some of our off-balance-sheet arrangements are related to activities of special purpose entities, most of which are variable interest entities. For further information, see note 23 to our consolidated financial statements included elsewhere in this annual report.

Tabular Disclosure of Contractual Obligations

In the normal course of business, we enter into contractual obligations that require future cash payments. The following table sets forth a summary of our contractual cash obligations as of March 31, 2024:

	<u>Due in one year or less</u>	<u>Due from one year to two years</u>	<u>Due from two years to three years</u>	<u>Due from three years to four years</u>	<u>Due from four years to five years</u>	<u>Due after five years</u>	<u>Total</u>
	(in billions of yen)						
Time deposits	¥45,521	¥1,156	¥ 932	¥ 274	¥ 317	¥ 300	¥48,500
Certificates of deposit	11,124	220	173	74	—	—	11,591
Long-term debt	3,500	927	1,692	1,364	987	7,809	16,277
Operating leases	81	61	49	39	33	314	578
Total ⁽¹⁾⁽²⁾	<u>¥60,225</u>	<u>¥2,364</u>	<u>¥2,846</u>	<u>¥1,750</u>	<u>¥1,337</u>	<u>¥8,423</u>	<u>¥76,946</u>

Notes:

- (1) Contributions to our pension plans, which are not included in the above table, are expected to be approximately ¥23 billion in the fiscal year ending March 31, 2025, based on the current funded status and expected asset return assumptions. For further information, see note 20 to our consolidated financial statements included elsewhere in this annual report.
- (2) Unrecognized tax benefits, which are not included in the above table, were ¥7.6 billion, of which ¥3.0 billion was interest and penalties, as of March 31, 2024. For further information, see note 19 to our consolidated financial statements included elsewhere in this annual report.

Capital Adequacy

All yen figures and percentages in this subsection are truncated. Accordingly, the total of each column of figures may not be equal to the total of the individual items.

Regulatory Capital Requirements

The capital adequacy guidelines applicable to Japanese banks and bank holding companies each with international operations supervised by the Financial Services Agency, including us, require them to measure and apply capital charges with respect to their credit risk, market risk and operational risk.

Under the guidelines, banks and bank holding companies have several choices for the methodologies to calculate their capital requirements for credit risk and market risk, and under the finalized Basel III reforms, the standardized approaches and the advanced measurement approaches for operational risk are replaced with a single revised standardized approach to be used by all banks. We started to adopt the advanced internal ratings-based approach for the calculation of credit risk since March 31, 2009, and have adopted the advanced internal ratings-based approach which was revised under the Basel III finalization framework since March 31, 2024. For the calculation of market risk and operational risk, we had adopted the advanced measurement approach and the internal model approach, respectively, until March 30, 2024, and have adopted the standardized approach for the calculation of both risks since March 31, 2024.

As a bank and bank holding company with international operations, Mizuho Bank and Mizuho Trust & Banking are required to have a minimum Common Equity Tier 1 ratio of 4.5%, Tier 1 capital ratio of 6.0%, and total capital ratio of 8.0% on both a consolidated and non-consolidated basis, and Mizuho Financial Group is required to have the same minimum Common Equity Tier 1 ratio, Tier 1 capital ratio, and total capital ratio on a consolidated basis.

In addition, we are also subject to capital conservation buffers and countercyclical buffers, and Mizuho Financial Group is also subject to additional loss absorbency requirements for a global systemically important

bank (“G-SIB”) and domestic systemically important bank (“D-SIB”). These buffer requirements must be met with Common Equity Tier 1 capital. The capital conservation buffer and the additional loss absorbency requirements currently applicable to us are 2.5% and 1.0%, respectively. The countercyclical buffer is a weighted average of the buffers deployed across all the jurisdictions to which the banking organization has credit exposures, which, ranging from 0% to 2.5%, would be imposed on banking organizations, subject to national discretion by the respective regulatory authorities. See “Item 4.B. Information on the Company—Business Overview—Supervision and Regulation—Japan—Capital Adequacy.”

We are required to maintain a minimum leverage ratio of 3.15% from April 1, 2024, which ratio had been 3.0% until March 31, 2024. In addition, Mizuho Financial Group is subject to the leverage ratio buffer requirement for G-SIBs of 0.55% from April 1, 2024, which had been 0.5% until March 31, 2024, and thus the minimum leverage ratio requirement together with the minimum leverage ratio buffer requirement applicable to Mizuho Financial Group from April 1, 2024 is 3.70% in total. The leverage ratio is a measure of non-risk based capital adequacy that is calculated by dividing Tier 1 capital (as numerator) by the total exposure (denominator), with adjustments made to on- and off-balance assets. See “Item 4.B. Information on the Company—Business Overview—Supervision and Regulation—Japan—Leverage Ratio.”

Under Total Loss Absorbing Capacity (“TLAC”) regulations, Mizuho Financial Group is required to meet minimum TLAC requirements of at least 18% of the resolution group’s risk-weighted assets and at least 7.10% from April 1, 2024, which had been 6.75% until March 31, 2024, of its total exposure. Japanese G-SIBs are allowed to count the Japanese Deposit Insurance Fund Reserves in an amount equivalent to 3.5% of their consolidated risk-weighted assets as their external TLAC. See “Item 4.B. Information on the Company—Business Overview—Supervision and Regulation—Japan—Total Loss Absorbing Capacity.”

Consolidated Capital Adequacy Ratios, Leverage Ratios and TLAC Ratios

Our consolidated capital adequacy ratios, leverage ratios and TLAC ratios as of March 31, 2023 and 2024, calculated in accordance with Japanese GAAP and the guidelines established by the Financial Services Agency, were as set forth in the following table:

	As of		Increase (decrease)
	March 31, 2023	March 31, 2024	
	(in billions of yen, except percentages)		
Common Equity Tier 1 (CET1) capital	¥ 8,315.5	¥ 9,259.9	¥ 944.4
Additional Tier 1 capital	1,487.8	1,541.8	54.0
Tier 1 capital	9,803.3	10,801.8	998.5
Tier 2 capital	1,503.5	1,512.7	9.2
Total capital	<u>¥ 11,306.9</u>	<u>¥ 12,314.6</u>	<u>¥1,007.7</u>
Risk-weighted assets	¥ 70,434.1	¥ 72,720.2	¥2,286.1
CET1 capital ratio	11.80%	12.73%	0.93%
Required CET1 capital ratio ⁽¹⁾	8.06%	8.09%	—
Tier 1 capital ratio	13.91%	14.85%	0.94%
Required Tier 1 capital ratio ⁽¹⁾	9.56%	9.59%	—
Total capital ratio	16.05%	16.93%	0.88%
Required total capital ratio ⁽¹⁾	11.56%	11.59%	—
CET1 available after meeting the bank’s minimum capital requirements . .	7.30%	8.23%	0.93%
Total Exposure ⁽²⁾	¥219,441.1	¥229,376.8	¥9,935.7
Leverage ratio ⁽³⁾	4.46%	4.70%	0.24%
External TLAC ratio (risk-weighted assets basis, excluding capital buffers)	24.02%	25.35%	1.33%
External TLAC ratio (total exposure basis, including capital buffers) ⁽⁴⁾	8.85%	9.17%	0.32%

Note:

- (1) The required ratios described above, as of March 31, 2023 and 2024, include the capital conservation buffer of 2.5%, the countercyclical buffer of 0.06% and 0.09%, respectively, and the additional loss absorbency requirements for G-SIBs and D-SIBs of 1.00%, which are all in addition to the regulatory minima. The respective required amounts are determined by applying the ratios to the sum of the risk-weighted assets and certain other risk amounts. These buffers and additional loss absorbency requirements are applied to us but not to our banking subsidiaries.
- (2) As of March 31, 2023 and 2024, our total exposures (excluding the impact of any applicable temporary exemption of deposits with the Bank of Japan) were ¥271,418.1 billion and ¥287,489.9 billion, respectively.
- (3) As of March 31, 2023 and 2024, our leverage ratios on a consolidated basis (excluding the impact of any applicable temporary exemption of deposits with the Bank of Japan) were 3.61% and 3.75%, respectively.
- (4) As of March 31, 2023 and 2024, our external TLAC ratios on a total exposure basis (excluding the impact of any applicable temporary exemption of deposits with the Bank of Japan) were 7.15% and 7.32%, respectively.

Our total capital ratio as of March 31, 2024 was 16.93%, an increase of 0.88% points compared to March 31, 2023. Our Tier 1 capital ratio as of March 31, 2024 was 14.85%, an increase of 0.94% points compared to March 31, 2023. Our Common Equity Tier 1 capital ratio as of March 31, 2024 was 12.73%, an increase of 0.93% points compared to March 31, 2023. Our total capital ratio, Tier 1 capital ratio and Common Equity Tier 1 capital ratio increased due mainly to an increase in Common Equity Tier 1 capital. We believe that we were in compliance with all capital adequacy requirements to which we were subject as of March 31, 2024.

Principal Banking Subsidiaries

Capital adequacy ratios and leverage ratios of our principal banking subsidiaries, on a consolidated basis, as of March 31, 2023 and 2024, calculated in accordance with Japanese GAAP and the guidelines established by the Financial Services Agency, were as set forth in the following table:

	As of		Increase (decrease)
	March 31, 2023	March 31, 2024	
Mizuho Bank			
Common Equity Tier 1 capital ratio	10.51%	11.26%	0.75%
Tier 1 capital ratio	12.78%	13.60%	0.82%
Total capital ratio	14.94%	15.76%	0.82%
Leverage ratio	4.03%	4.21%	0.18%
Mizuho Trust & Banking			
Common Equity Tier 1 capital ratio	25.94%	28.98%	3.04%
Tier 1 capital ratio	25.94%	28.98%	3.04%
Total capital ratio	25.95%	28.99%	3.04%
Leverage ratio	10.61%	11.62%	1.01%

We believe each of our principal banking subsidiaries was in compliance with all capital adequacy requirements to which it was subject as of March 31, 2024.

Our securities subsidiary in Japan is also subject to the capital adequacy requirement under the Financial Instruments and Exchange Act. Under this requirement, securities firms whose total assets exceed ¥1 trillion, such as Mizuho Securities, must maintain a minimum capital adequacy ratio of 120% both on a consolidated and non-consolidated basis calculated as a percentage of capital accounts less certain assets, as determined in accordance with Japanese GAAP, against amounts equivalent to market, counterparty and basic risks. Specific guidelines are issued as a ministerial ordinance and a regulatory notice that detail the definition of essential components of the capital ratios, including capital, disallowed assets and risks, and related measures. Failure to

maintain a minimum capital ratio will trigger mandatory regulatory actions. For example, each on a non-consolidated basis, a capital ratio of less than 140% will call for regulatory reporting, a capital ratio of less than 120% may lead to an order to change the business conduct or place the property in trust and a capital ratio of less than 100% may lead to a temporary suspension of all or part of the business operations and further, to the cancellation of the license to act as a securities broker and dealer. We believe, as of March 31, 2024, that our securities subsidiary in Japan was in compliance with all capital adequacy requirements to which it was subject.

Recent Accounting Pronouncements

See note 2 to our consolidated financial statements included elsewhere in this annual report.

Reconciliation with Japanese GAAP

Our consolidated financial statements are prepared in accordance with accounting principles and policies as summarized in note 1 to our consolidated financial statements included elsewhere in this annual report. These principles and policies differ in some respects from Japanese GAAP. For reporting based on Japanese banking regulations, we prepare our annual financial results using financial statements in accordance with Japanese GAAP. In addition, pursuant to the requirements of the Tokyo Stock Exchange, we prepare quarterly financial statements which are also under Japanese GAAP. Pursuant to the Japanese securities law, we will prepare semi-annual financial statements under Japanese GAAP starting the fiscal year ending March 31, 2025 due to amendments to the law, while we had prepared quarterly financial statements under Japanese GAAP until the fiscal year ended March 31, 2024. To show the major reconciling items between our U.S. GAAP financial statements and our Japanese GAAP financial statements, we have provided below, with respect to our most recent fiscal year, a reconciliation of consolidated net income and shareholders' equity under U.S. GAAP with those amounts under Japanese GAAP.

	<u>As of and for the fiscal year ended March 31, 2024</u>	
	<u>Total MHFG shareholders' equity</u>	<u>Net income attributable to MHFG shareholders</u>
	(in billions of yen)	
U.S. GAAP	¥ 9,929.1	¥ 912.5
Differences arising from different accounting for:		
1. Derivative financial instruments and hedging activities	1.9	(52.2)
2. Investments	(129.0)	(566.0)
3. Loans	286.8	8.8
4. Allowances for credit losses on loans and off-balance-sheet instruments	113.0	(26.1)
5. Premises and equipment	(117.6)	55.1
6. Land revaluation	151.3	(3.8)
7. Business combinations	(92.8)	(10.7)
8. Pension liabilities	70.2	60.4
9. Consolidation of variable interest entities	80.0	66.3
10. Deferred taxes	(63.0)	161.0
11. Foreign currency translation	—	74.6
12. Other	2.7	(0.9)
Japanese GAAP	<u>¥10,232.5⁽¹⁾</u>	<u>¥ 678.9</u>

Note:

(1) Includes total accumulated other comprehensive income and stock acquisition rights.

The following is a summary of the significant adjustments made to consolidated shareholders' equity and net income, as shown in the above table, to reconcile the U.S. GAAP results with the Japanese GAAP results. The paragraphs below refer to the corresponding items set forth in the table above.

1. Derivative financial instruments and hedging activities

Under U.S. GAAP, for a derivative to qualify for hedge accounting, it must be highly effective in achieving offsetting changes in fair values or variable cash flows of the hedged items attributable to the particular risk being hedged. The hedging relationship must be designated and formally documented at inception. Such documentation must include the particular risk management objective and strategy for the hedge, the identification of the derivative used as the hedging instrument, the hedged item and the risk exposure being hedged and the method for assessing the hedge effectiveness. The criteria for designation and measurement of hedge effectiveness under U.S. GAAP are more rigorous than under Japanese GAAP. As a result, most of the eligible hedge derivatives under Japanese GAAP are accounted for as trading account assets or liabilities under U.S. GAAP with changes in fair value of the derivatives recognized in earnings.

Requirements for bifurcation of embedded derivatives differ between Japanese GAAP and U.S. GAAP. Embedded derivatives that are deemed to be clearly and closely related to their host contracts are not bifurcated under U.S. GAAP, while Japanese GAAP allows an entity to bifurcate embedded derivatives if the entity manages the risk of the embedded derivatives and host contracts separately. Bifurcated derivatives are recorded on the balance sheet at fair value with changes in fair value recognized in earnings under both Japanese GAAP and U.S. GAAP.

2. Investments

The cost basis of certain investments differs between Japanese GAAP and U.S. GAAP primarily due to the following reasons:

Under U.S. GAAP, equity securities (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) are measured at fair value with changes in fair value recognized in earnings, while under Japanese GAAP, those securities are measured at fair value with changes in fair value recognized in other comprehensive income.

Under U.S. GAAP, we report foreign currency denominated debt securities as trading securities, and the entire amount of changes in their fair values are recognized in earnings, while under Japanese GAAP, only the changes attributable to movements in foreign currency exchange rates are recognized in earnings.

Under U.S. GAAP, available-for-sale debt securities are impaired if the fair value is less than the amortized cost (excluding accrued interest receivable). For available-for-sale debt securities, in the cases where we have the intent to sell an available-for-sale debt security or more likely than not will be required to sell an available-for-sale debt security before the recovery of its amortized cost basis, the entire difference between amortized cost basis and fair value is recognized immediately through earnings. In other cases, we evaluate expected cash flows to be received and determine if a credit loss exists, and if so, the amount of the credit loss is recognized in provision (credit) for credit losses, while the remaining decline in fair value is recognized in other comprehensive income, net of applicable taxes. Under Japanese GAAP, significant declines in the fair value of securities below cost that are deemed to be "other-than-temporary" are recorded in earnings unless short term recovery is reasonably expected. A decline in the fair value of a security of 50% or more of its cost is a strong indicator of an other-than-temporary decline, which requires compelling evidence to prove otherwise. A decline in the fair value of 30% or more but less than 50% of its cost is an indicator of an other-than-temporary decline, in which case the probability of recovery must be evaluated to determine whether an other-than-temporary decline has occurred. Generally, if the decline in the fair value is less than 30%, it is not considered to be an other-than-temporary decline.

3. Loans

Under U.S. GAAP, loan origination fees, net of certain direct origination costs, are deferred and recognized in interest income over the contractual life of the relevant loan using the interest method, while certain fees and costs are recognized in earnings at the time the loan is originated under Japanese GAAP.

In addition, certain loan participations and sales of loans to special purpose vehicles in connection with asset securitization transactions under Japanese GAAP do not meet sales criteria under U.S. GAAP due to different applicable criteria, and therefore the relevant loans are recognized on the balance sheet under U.S. GAAP.

4. Allowances for credit losses on loans and off-balance-sheet instruments

Effective April 1, 2020, the allowance for credit losses on loans was established for current expected credit losses on our loan portfolio in accordance with ASC 326. The allowance considers expected credit losses over the remaining expected lives of the applicable instruments. The expected life of each loan is determined by considering expected prepayments, contractual terms and cancellation features. When determining expected credit losses, a single forward-looking macroeconomic scenario is considered over a reasonable and supportable forecast period. This forward-looking macroeconomic scenario is consistent with what is used in our stress testing and is in line with the scenario used for our business plan. If the scenario does not reflect a sudden change in economic conditions adequately, adjustments may be made to the scenario. After the forecast period, we revert to long-term historical loss experience with a certain graduated transition period, to estimate losses over the remaining lives of loans.

In general, we estimate expected credit losses collectively on the loans in the case of normal obligors and watch obligors, considering the risk associated with a particular pool and the probability that the exposures within the pool will deteriorate or default. The estimation of expected credit losses that are evaluated collectively begins with a quantitative calculation that considers the likelihood of the borrower changing delinquency status or moving from one obligor category or rating to another. The quantitative calculation covers expected credit losses over an instrument's expected life and is estimated by applying credit loss factors to our estimated exposure at default. Under Japanese GAAP, a collective allowance is generally estimated using historical loss experience based on historical results according to the obligor ratings, whereas under U.S. GAAP the allowance is based on the methodology that reflects expected credit losses over the remaining lives and requires consideration of a broader range of information such as relevant information about past events supportable forecasts, inclusive of macroeconomic assumptions, and the expected life of the loan.

Under both Japanese GAAP and U.S. GAAP, the allowance for credit losses for specifically identified nonaccrual loans is based on the present value of expected future cash flows discounted at the loan's initial effective interest rate or, as a practical expedient, the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. The differences between Japanese GAAP and U.S. GAAP arise from the difference in the scope of the loans that are subject to the individual and portfolio nonaccrual analysis.

In addition to these effects based on differences between Japanese GAAP and U.S. GAAP, due to the difference in the timing of public filings between our consolidated financial statements under U.S. GAAP and those under Japanese GAAP, we evaluate newly available information such as macroeconomic assumptions and obligor credit worthiness, which could result in the allowance for credit losses on loans being different between Japanese GAAP and U.S. GAAP.

This reconciling item also includes the differences between U.S. GAAP and Japanese GAAP relating to the allowance for credit losses on off-balance-sheet instruments. We generally use the same methodology to reserve for losses on these instruments as we do for loans.

5. Premises and equipment

Under Japanese GAAP, a company can elect to allocate entity-wide long-lived assets that do not have identifiable cash flows that are largely independent of the cash flows of other assets and liabilities, among individual divisions within an entity, whereas U.S. GAAP does not have such an election. Under Japanese GAAP, we have been making this election since the fiscal year ended March 31, 2019.

With regard to internal-use software, under U.S. GAAP, the costs to develop or obtain software that allow for access to or conversion of old data by new systems are capitalized and amortized once the software is ready for its intended use, while they are expensed after full implementation across the company under Japanese GAAP. On the other hand, the general and administrative costs and the overhead costs are expensed as the costs of internal-use software under U.S. GAAP, but they are capitalized under Japanese GAAP.

6. Land revaluation

Under Japanese GAAP, we revalued our holdings of land during the fiscal year ended March 31, 1998 pursuant to the Act Concerning Revaluation of Land (Act No. 34 of 1998). The revaluation gains are recorded directly in equity, and the related deferred tax liabilities are also recognized. Under U.S. GAAP, there is no applicable provision that allows for the revaluation of land other than for impairments, and accordingly the revaluation gains are reversed.

7. Business combinations

Under U.S. GAAP, goodwill is not amortized and an impairment loss is recorded to the extent the carrying amount of the goodwill exceeds its estimated fair value at the measurement date. Under Japanese GAAP, goodwill is amortized over an appropriate period not to exceed 20 years and an impairment loss is recorded only if the effects of the goodwill are no longer expected.

8. Pension liabilities

Under Japanese GAAP, we adopted as of April 1, 2000 pension accounting that is based on the actuarial present value of accrued benefit obligations. The cumulative effect of the accounting change was amortized over a specified number of years, and actuarial gains and losses are amortized over a specified number of years. Under U.S. GAAP, we recalculated the benefit obligation at April 1, 2004 and accounted for the obligation as if we had adopted the accounting method in accordance with ASC 715, "Compensation—Retirement Benefits," beginning in the fiscal year ended March 31, 1990, as permitted for a foreign private issuer. The cumulative effect of the accounting change, as well as actuarial gains and losses since the adoption, had been fully amortized by April 1, 2004.

Under both Japanese GAAP and U.S. GAAP, an employer is required to recognize the overfunded or underfunded status of a defined benefit plan as an asset or liability in its consolidated balance sheets. Actuarial gains or losses and prior service costs or benefits that have not yet been recognized through earnings as net periodic benefit cost are recognized in other comprehensive income, net of tax, until they are amortized as a component of net periodic benefit cost. Actuarial gains or losses are amortized based on the corridor approach according to ASC 715 under U.S. GAAP, while they are amortized over a specified number of years under Japanese GAAP. Due mainly to the differences in the balances of actuarial gains or losses and prior service costs or benefits and in amortization methods, there are differences in the amounts of shareholders' equity and net income between U.S. GAAP and Japanese GAAP.

Under U.S. GAAP, we enhanced the calculation of the benefit obligations by refining the anticipated future mortality rate assumption improvement in the calculation.

During the fiscal year ended March 31, 2024, certain subsidiaries of ours partially withdrew assets from employee retirement benefit trusts, which were established for the payment of employees' severance pay and retirement pensions. Under U.S. GAAP, no gains or losses have been recognized as a consequence of this transaction.

See note 20 to our consolidated financial statements included elsewhere in this annual report for further discussion.

9. Consolidation of variable interest entities

Under U.S. GAAP, variable interest entities are to be consolidated if we are deemed to be the primary beneficiary of the variable interest entity. Under Japanese GAAP, consolidation is not based on variable interests. We consolidate certain variable interest entities, such as entities related to asset-backed securitizations, investments in securitization products and investment funds. See note 23 to our consolidated financial statements included elsewhere in this annual report for further discussion.

10. Deferred taxes

Under U.S. GAAP, all available evidence, both positive and negative, must be considered to determine whether, based on the weight of that evidence, deferred tax assets are realizable or whether a valuation allowance is needed. Possible sources of taxable income, which are considered to determine whether deferred tax assets are realizable, include net unrealized gains on available-for-sale securities. Under Japanese GAAP, the assessment as to whether deferred tax assets are realizable is primarily based on estimates of future taxable income.

Additionally, differences in the carrying amount of assets and liabilities between U.S. GAAP and Japanese GAAP create temporary differences that result in differences in deferred tax assets and liabilities.

11. Foreign currency translation

Under Japanese GAAP, the income statement items of our foreign entities are translated into yen, our presentation currency, using the respective fiscal year-end exchange rates, while under U.S. GAAP, they are translated into the presentation currency using the average rates of exchange for the respective fiscal years.

12. Other

This adjustment reflects the effects of miscellaneous items.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

6.A. Directors and Senior Management

Directors

Shown below is information regarding the directors of Mizuho Financial Group, Inc. as of June 26, 2024:

Name	Age	Director Type	Chair of the Board	Committee Membership					
				Nominating	Compensation	Audit	Risk ⁽⁴⁾	IT / Digital Transformation ⁽⁵⁾	Human Resources ⁽⁶⁾
Yoshimitsu Kobayashi	77	Independent ⁽¹⁾	—	Chair	—	—	—	—	Member
Ryoji Sato	77	Independent ⁽¹⁾	—	—	—	Chair	—	—	—
Takashi Tsukioka	73	Independent ⁽¹⁾	—	Member	Chair	—	—	Member	Member
Kotaro Ohno	72	Independent ⁽¹⁾	—	Member	—	Member	—	—	Member
Hikomichi Shinohara	70	Independent ⁽¹⁾	—	Member	—	—	—	Chair	Member
Izumi Kobayashi	65	Independent ⁽¹⁾	Chair	Member	—	—	Member	—	Member
Yumiko Noda	64	Independent ⁽¹⁾	—	—	Member	—	Member	—	—
Takakazu Uchida	63	Independent ⁽¹⁾	—	—	Member	Member	—	—	—
Seiji Imai	62	Non-executive ⁽²⁾	—	—	—	—	—	—	—
Hisaaki Hirama	61	Non-executive ⁽²⁾	—	—	—	Member	Chair	Member	—
Masahiro Kihara	58	Executive ⁽³⁾	—	—	—	—	—	—	Chair
Hidekatsu Take	59	Executive ⁽³⁾	—	—	—	—	—	—	—
Mitsuhiro Kanazawa	56	Executive ⁽³⁾	—	—	—	—	—	—	—
Takefumi Yonezawa	53	Executive ⁽³⁾	—	—	—	—	—	—	—

Notes:

- (1) Directors satisfying the requirements for outside directors, as defined in the Companies Act of Japan, and those for independent directors, as defined both by the Tokyo Stock Exchange, Inc. and by Mizuho Financial Group, Inc.
- (2) Directors not concurrently serving as executive officers, employees or executive directors of Mizuho Financial Group, Inc. or its subsidiaries.
- (3) Directors concurrently serving as executive officers.
- (4) Risk Committee consists of three directors and two outside experts (who are not directors).
- (5) IT / Digital Transformation Committee consists of three directors and two outside experts (who are not directors).
- (6) Human Resources Review Meeting consists of six directors.

The directors' current positions, key business experiences in the past and major concurrent offices (if any) are as follows:

Mr. Yoshimitsu Kobayashi has been Member of the Board of Directors since June 2020. Previously, he had been Chairperson and Representative Director, President of Mitsubishi Chemical Holdings Corporation*. He concurrently serves as Chairman of the Board of Directors (Outside Director) of Tokyo Electric Power Company Holdings, Inc.

* Current Mitsubishi Chemical Group Corporation

Mr. Ryoji Sato has been Member of the Board of Directors since June 2020. Previously, he had been Chief Executive Officer of Deloitte Touche Tohmatsu LLC. He concurrently serves as Audit & Supervisory Board Member of Nippon Life Insurance Company (Outside Director (Audit & Supervisory Committee Member) since July 2022).

Mr. Takashi Tsukioka has been Member of the Board of Directors since June 2021. Previously, he had been Representative Director, Chairperson / Chief Executive Officer of Idemitsu Kosan Co., Ltd. He concurrently serves as Honorary Advisor of Idemitsu Kosan Co., Ltd. and Outside Director of MITSUI-SOKO HOLDINGS Co., Ltd.

Mr. Kotaro Ohno has been Member of the Board of Directors since June 2023. Previously, he had been Superintending Prosecutor of the Tokyo High Public Prosecutors Office and Prosecutor-General. He concurrently serves as Advisor of Atsumi & Sakai and Outside Audit & Supervisory Board Member of Komatsu Ltd.

Mr. Hiromichi Shinohara has been Member of the Board of Directors since June 2023. Previously, he had been Senior Executive Vice President / Chairman of the Board of Directors of NIPPON TELEGRAPH AND TELEPHONE CORPORATION. He concurrently serves as Executive Advisor of NIPPON TELEGRAPH AND TELEPHONE CORPORATION and Outside Director of Yamaha Corporation.

Ms. Izumi Kobayashi has been Member of the Board of Directors since June 2017. Previously, she had been President and Representative Director of Merrill Lynch Japan Securities Co., Ltd.*; and Executive Vice President of the Multilateral Investment Guarantee Agency of the World Bank Group. She concurrently serves as Outside Director of ANA HOLDINGS INC. and Outside Director of OMRON Corporation.

*Current BofA Securities Japan Co., Ltd

Ms. Yumiko Noda has been Member of the Board of Directors since June 2023. Previously, she had been President and Representative Director of Veolia Japan K.K.*; and Partner, Head of PPP and Infrastructure of PwC Advisory; and Deputy Mayor of Yokohama City. She concurrently serves as Chairman and Representative Director of Veolia Japan GK, Outside Director of East Japan Railway Company and Outside Director of SUMITOMO CHEMICAL COMPANY, LIMITED.

*Current Veolia Japan GK

Mr. Takakazu Uchida was appointed as Member of the Board of Directors in June 2024. Previously, he had been Representative Director, Executive Vice President, Chief Financial Officer of MITSUI & CO., LTD.; and Governor of the Government Pension Investment Fund. He concurrently serves as Counselor of MITSUI & CO., LTD.; and Member of an Expert Panel on JFSA's Policy Evaluations.

Mr. Seiji Imai has been a non-executive Member of the Board of Directors and Chairman (*Kaicho*) since April 2022. Previously, he had been Member of the Board of Directors from June 2021 to April 2022; Deputy President & Senior Executive Officer / Head of Global Corporate Company from April 2021 to April 2022; Head of Corporate & Institutional Company and Representative Executive Officer from April 2020 to April 2022; Head of Global Products Unit from April 2020 to April 2021; Head of Global Corporate Company from April 2018 to April 2020; Head of Asia & Oceania excl. East Asia from April 2016 to April 2018; and General Manager of Seoul Branch from April 2014 to April 2016.

Note: Chairman (Kaicho) Imai engages in the company's external activities, but does not chair the Board meetings. The Board meetings are chaired by the independent director chair Izumi Kobayashi.

Mr. Hisaaki Hirama has been a non-executive Member of the Board of Directors since June 2019. Previously, he had been Head of Internal Audit Group of Mizuho Bank, Ltd. from April 2017 to April 2019; Executive Officer, General Manager of Nagoya Corporate Branch of Mizuho Bank, Ltd. from April 2015 to April 2017; and Executive Officer, General Manager of Marunouchi-Chuo Branch Division No.1 of Mizuho Bank, Ltd. from April 2014 to April 2015.

Mr. Masahiro Kihara has been the President & Group CEO (Representative Executive Officer) and Member of the Board of Directors since February 2022 and June 2022, respectively. Previously, he had been Head of Global Products Unit from April 2021 to April 2022; Deputy Head of Corporate & Institutional Company and Deputy Head of Global Corporate Company from April 2021 to February 2022; Head of Strategic Planning Group of Mizuho Securities Co., Ltd. from April 2020 to April 2021; Head of Financial Control & Accounting Group of Mizuho Securities Co., Ltd. or in charge of similar responsibilities from April 2018 to April 2021; Executive Officer, General Manager of Risk Management Department of Mizuho Securities Co., Ltd. from April 2017 to April 2018; and Project Manager of Risk Governance Enhancement Project Team from

April 2014 to April 2017. He concurrently serves as Member of the Board of Directors at Mizuho Trust & Banking Co., Ltd., and Mizuho Securities Co., Ltd.

Mr. Hidekatsu Take has been Senior Executive Officer / Head of Global Corporate Company (current Global Corporate & Investment Banking Company), Deputy President & Senior Executive Officer or in charge of similar responsibilities since April 2022 and April 2024, respectively, and was appointed as Member of the Board of Directors in June 2024. Previously, he had been Head of Corporate & Institutional Company from April 2022 to April 2023; Head of Sogo Shosha, Realty & Financial Sponsor Industry Group of Mizuho Bank, Ltd. or in charge of similar responsibilities from April 2021 to April 2022; Head of Asia Oceania from April 2018 to April 2021; and Joint Head of Americas of Mizuho Bank, Ltd. from April 2016 to April 2018. He concurrently serves as Managing Executive Officer of Mizuho Bank, Ltd.

Mr. Mitsuhiro Kanazawa has been Senior Executive Officer / Group Chief Information Officer (Group CIO) since April 2024 and was appointed as Member of the Board of Directors in June 2024. Previously, he had been Group Co-Chief Information Officer and Group Chief Process Officer (Group CPrO) from April 2023 to April 2024; Co-Head of IT & Systems Group from April 2022 to April 2023; Deputy Head of Strategic Planning Group or in charge of similar responsibilities from March 2021 to April 2022; General Manager of Risk Management Department from April 2020 to March 2021; he had been in charge of Credit of Global Corporate Department from April 2019 to April 2020; and General Manager of Americas Division from April 2015 to April 2019. He concurrently serves as Managing Executive Officer of Mizuho Bank, Ltd. and Director of Mizuho Research & Technologies, Ltd.

Mr. Takefumi Yonezawa has been Senior Executive Officer / Group Chief Financial Officer (Group CFO), General Manager of International Accounting Standards Project Team since April 2023 and was appointed as Member of the Board of Directors in June 2024. Previously, he had been Deputy Head of Financial Control & Accounting Group from April 2022 to April 2023; General Manager of Financial Planning Department from April 2019 to April 2022; and Joint General Manager of Financial Planning Department from April 2016 to April 2019. He concurrently serves as Managing Executive Officer of Mizuho Bank, Ltd. and Mizuho Trust & Banking Co., Ltd.

Executive Officers

Shown below is information regarding the executive officers of Mizuho Financial Group, Inc. as of June 26, 2024:

Name	Age	Title	Area of Oversight
Masahiro Kihara ⁽¹⁾	58	President & Group CEO ⁽²⁾	President & Group CEO
Hidekatsu Take ⁽¹⁾	59	Deputy President & Senior Executive Officer ⁽²⁾	Head of Global Corporate & Investment Banking Company / In Charge of Specially Assigned Matters
Kazutoshi Isogai	55	Senior Executive Officer	Head of Retail & Business Banking Company
Masayuki Sugawara	59	Senior Executive Officer	Head of Corporate & Investment Banking Company
Kenya Koshimizu	57	Senior Executive Officer	Co-Head of Global Markets Company
Daishi Sasaki	56	Senior Executive Officer	Co-Head of Global Markets Company
Noriyuki Sato	58	Senior Executive Officer	Head of Asset Management Company / In Charge of Specially Assigned Matters
Tsutomu Yamamoto	55	Senior Executive Officer	Head of Global Transaction Banking Unit
Yasuhiko Ushikubo	57	Senior Executive Officer	Head of Research & Consulting Unit / Group Chief Sustainability Officer (Group CSuO)
Naoshi Inomata	57	Senior Executive Officer	Group Chief Strategy Officer (Group CSO)
Minako Nakamoto	55	Senior Executive Officer	Group Chief Governance Officer (Group CGO)
Takefumi Yonezawa ⁽¹⁾	53	Senior Executive Officer	Group Chief Financial Officer (Group CFO) / General Manager of International Accounting Standards Project Team
Shiro Shiraishi	53	Senior Executive Officer	Group Chief Risk Officer (Group CRO)
Nobuhiro Kaminoyama	56	Senior Executive Officer	Group Chief Human Resources Officer (Group CHRO) / Group Chief Digital Officer (Group CDO)
Natsumi Akita	52	Senior Executive Officer	Group Chief Culture Officer (Group CCuO) / Group Chief Branding Officer (Group CBO)
Mitsuhiro Kanazawa ⁽¹⁾	56	Senior Executive Officer	Group Chief Information Officer (Group CIO)
Shinichiro Hihara	53	Senior Executive Officer	Group Co-Chief Information Officer (Group Co-CIO)
Hideki Tsujimori	53	Senior Executive Officer	Group Chief Process Officer (Group CPrO)
Makoto Matsubara	56	Senior Executive Officer	Group Chief Compliance Officer (Group CCO)
Hisashi Kikuchi	58	Senior Executive Officer	Group Chief Audit Executive (Group CAE)

Notes:

(1) Executive officers concurrently serving as directors.

(2) Representative Executive Officer.

The executive officers' current positions, key business experiences in the past and major concurrent offices (if any) are as follows:

For information on **Messrs. Masahiro Kihara, Hidekatsu Take, Mitsuhiro Kanazawa, and Takefumi Yonezawa**, see “—Directors.”

Mr. Kazutoshi Isogai has been Senior Executive Officer / Head of Retail & Business Banking Company since April 2023. Previously, he had been Deputy Head of Retail & Business Banking Company from April 2022 to April 2023; General Manager for Strategic Planning Group or in charge of similar responsibilities from March

2021 to April 2022; and General Manager of Fukuoka Branch of Mizuho Bank, Ltd. or in charge of similar responsibilities from April 2019 to March 2021. He concurrently serves as Managing Executive Officer of Mizuho Bank, Ltd.

Mr. Masayuki Sugawara has been Senior Executive Officer / Head of Corporate & Investment Banking Company since April 2023. Previously, he had been CEO for East Asia or in charge of similar responsibilities from April 2019 to April 2023; Chairman of Mizuho Bank (China) Ltd. from August 2019 to June 2023; and General Manager of Bangkok Branch of Mizuho Bank., Ltd. from April 2017 to April 2019. He concurrently serves as Deputy President & Executive Officer of Mizuho Bank, Ltd.

Mr. Kenya Koshimizu has been Senior Executive Officer / Co-Head of Global Markets Company since April 2022, and Co-Head of Global Markets Division of Mizuho Bank, Ltd. since April 2019. Previously, he had been Co-Head of Fixed Income Business Division of Mizuho Securities Co., Ltd. from April 2018 to April 2019. He concurrently serves as Managing Executive Officer of Mizuho Bank, Ltd. and Mizuho Trust & Banking Co., Ltd.

Mr. Daishi Sasaki has been Senior Executive Officer / Co-Head of Global Markets Company since April 2023. Previously, he had been Head of Global Markets Division / Head of Research & Consulting Unit of Mizuho Securities Co., Ltd. from April 2021 to April 2023; Deputy Head of Global Markets Division of Mizuho Securities Co., Ltd. from April 2020 to April 2021; and Head of Equity Business Division of Mizuho Securities Co., Ltd. or in charge of similar responsibilities from April 2018 to April 2020. He concurrently serves as Managing Executive Officer of Mizuho Securities Co., Ltd.

Mr. Noriyuki Sato has been Senior Executive Officer / Head of Asset Management Company and In Charge of Specially Assigned Matters since April 2023. Previously, he had been Director, Chief Executive Officer of Agility Asset Advisers (PhillipCapital Group), AP Property Fund Management from May 2021 to April 2023; Director, Chief Strategy Officer of Agility Asset Advisers (PhillipCapital Group), AP Property Fund Management or in charge of similar responsibilities from April 2020 to May 2021; and Chief Investment Officer of Asset Management One, Singapore from July 2017 to April 2020. He concurrently serves as Managing Executive Officer of Mizuho Bank, Ltd.

Mr. Tsutomu Yamamoto has been Senior Executive Officer / Head of Global Transaction Banking Unit since April 2023. Previously, he had been Head of Global Corporate Division / Head of Global Products Unit of Mizuho Bank, Ltd. or in charge of similar responsibilities from April 2021 to April 2023; Deputy Head of Asia & Oceania / General Manager of Asia & Oceania Corporate Banking Department of Mizuho Bank, Ltd. from August 2020 to April 2021; and General Manager of Head of Europe Department of Mizuho Bank, Ltd. or in charge of similar responsibilities from April 2018 to April 2020; He concurrently serves as Managing Executive Officer of Mizuho Bank, Ltd. and Mizuho Trust & Banking Co., Ltd.

Mr. Yasuhiko Ushikubo has been Senior Executive Officer / Head of Research & Consulting Unit and Group Chief Sustainability Officer (Group CSuO) since April 2020 and September 2022, respectively. Previously, he had been Deputy President of Mizuho Research & Technologies, Ltd. from April 2021 to April 2023; Deputy Head of Research & Consulting Unit from April 2019 to April 2020; and General Manager of Industry Research Department from April 2016 to April 2019. He concurrently serves as Managing Executive Officer of Mizuho Bank, Ltd. and Mizuho Trust & Banking Co., Ltd.; and Member of the Board of Directors of Mizuho Research & Technologies, Ltd.

Mr. Naoshi Inomata has been Senior Executive Officer / Group Chief Strategy Officer (Group CSO) or in charge of similar responsibilities since April 2020. Previously, he had been in charge of Specially Assigned Matters from April 2019 to April 2021. He concurrently serves as Deputy President & Executive Officer of Mizuho Trust & Banking Co., Ltd. and Managing Executive Officer of Mizuho Bank, Ltd.

Ms. Minako Nakamoto has been Senior Executive Officer / Group Chief Governance Officer (Group CGO) since April 2023. Previously, she had been General Manager of Corporate Planning Department of Mizuho Securities Co., Ltd. from April 2020 to April 2023; and General Manager of Ginza Branch of Mizuho Bank, Ltd. from April 2018 to April 2020. She concurrently serves as Managing Executive Officer of Mizuho Bank, Ltd. and Mizuho Trust & Banking Co., Ltd.

Mr. Shiro Shiraishi has been Senior Executive Officer / Group Chief Risk Officer (Group CRO) since April 2024. Previously, he had been Chief Audit Executive or in charge of similar responsibilities of Mizuho Bank, Ltd. from April 2022 to April 2024; Deputy Head of Retail & Business Banking Company from October 2021 to April 2022; General Manager of Retail & Business Banking Coordination Department from April 2019 to March 2022; and President of Mizuho Factors, Limited from April 2019 to March 2020. He concurrently serves as Executive Managing Director of Mizuho Bank, Ltd.

Mr. Nobuhiro Kaminoyama has been Senior Executive Officer / Group Chief Human Resources Group (Group CHRO) or in charge of similar responsibilities and Group Chief Digital Officer (Group CDO) since April 2021 and April 2024, respectively. Previously, he had been Member of the Board of Directors from June 2021 to June 2024; and General Manager of Corporate Secretariat from June 2018 to June 2021. He concurrently serves as Managing Executive Officer of Mizuho Bank, Ltd. and Mizuho Trust & Banking Co., Ltd.

Ms. Natsumi Akita has been Senior Executive Officer / Group Chief Culture Officer (Group CCuO) and Group Chief Branding Officer (Group CBO) since December 2022 and April 2024, respectively. Previously, she had been Group Chief People Officer (Group CPO) from May 2022 to April 2024; Vice President of Marketing Division of Adobe Inc. from April 2018 to May 2022; Senior Director of Marketing Division of Adobe Inc. from April 2017 to April 2018; and Vice President of Japan Region of Mastercard Inc. from November 2015 to April 2017. She concurrently serves as Managing Executive Officer of Mizuho Bank, Ltd. and Mizuho Trust & Banking Co., Ltd.

Mr. Shinichiro Hihara has been Senior Executive Officer / Group Co-Chief Information Officer (Group Co- CIO) since April 2024. Previously, he had been Deputy Group Chief Information Officer from April 2023 to April 2024; Chief of IT Sector of Mizuho Research & Technologies, Ltd. from April 2022 to April 2024; General Manager of Executive Secretariat from April 2020 to April 2022; and General Manager of Corporate Communications Department from April 2018 to April 2020. He concurrently serves as Managing Executive Officer of Mizuho Bank, Ltd.

Mr. Hideki Tsujimori has been Senior Executive Officer / Group Chief Process Officer (Group CPrO) since April 2024. Previously, he had been Deputy Group Chief Process Officer from April 2023 to April 2024; General Manager of Trust Business Solution Department No.3 from July 2021 to April 2023; General Manager of Trust Business Department II from April 2019 to July 2021; and General Manager of Brand Management Office, Corporate Communications Department from April 2017 to April 2019. He concurrently serves as Managing Executive Officer of Mizuho Bank, Ltd.

Mr. Makoto Matsubara has been Senior Executive Officer / Group Chief Compliance Officer (Group CCO) or in charge of similar responsibilities since April 2022. Previously, he had been Group Chief Crisis Management Officer (Group CCMO) from July 2021 to April 2022; and Executive Officer, General Manager of Global Talent Planning and Management Department or in charge of similar responsibilities from April 2019 to July 2021. He concurrently serves as Managing Executive Officer of Mizuho Bank, Ltd. and Mizuho Trust & Banking Co., Ltd.

Mr. Hisashi Kikuchi has been Senior Executive Officer / Group Chief Audit Executive (Group CAE) or in charge of similar responsibilities since April 2020. Previously, he had been Head of Strategic Planning Group (Group CSO) from April 2018 to April 2020; Member of the Board of Directors from June 2018 to June 2019; and General Manager of Corporate Secretariat from April 2015 to June 2018. He concurrently serves as Member

of the Board of Directors (Audit & Supervisory Committee Member) of Mizuho Bank, Ltd., Mizuho Trust & Banking Co., Ltd. Mizuho Securities Co., Ltd., and Corporate Auditor of Mizuho Research & Technologies, Ltd.

No family relationship exists among any of the directors and executive officers.

6.B. Compensation

As a Company with Three Committees under the Companies Act, compensation for each individual director and executive officer as defined in the Companies Act, including bonuses, retirement allowances, incentive stock options, performance payments and stock compensation, needs to be determined at the Compensation Committee, which is required to consist of at least three directors and the majority of which is required to consist of outside directors. See “Item 6. C. Board Practices” for more information regarding Mizuho Financial Group’s corporate governance.

The aggregate compensation paid by Mizuho Financial Group and its subsidiaries to the directors and executive officers as defined in the Companies Act of Mizuho Financial Group for the fiscal years ended March 31, 2024 (base compensation, stock compensation I (paid or expected to be paid at the time of retirement) and others) and March 31, 2023 (performance payments and stock compensation II (paid during the term in office)) are shown on the following table:

		Aggregate Amounts of Compensation by Type (in millions of yen)						
		For the fiscal year ended March 31, 2024				For the fiscal year ended March 31, 2023		
Classification		Aggregate Amount of Compensation (in millions of yen)	Base	Stock	Other	Performance	Stock	Other
			Compensation	Compensation I (paid or expected to be paid at the time of retirement)			Compensation II (paid during the term in office)	
Directors	Amount	343	243	49	0	—	—	49
	Number of Persons	11	11	10	10	—	—	1
Executive officers as defined in the Companies Act . . .	Amount	1,593	794	144	1	328	326	—
	Number of Persons	26	20	20	20	18	18	—

Notes:

- (1) Fractions are rounded down.
- (2) With respect to the number of persons, the directors and executive officers as defined in the Companies Act who were actually paid or expected to be paid for the fiscal years ended March 31, 2023 and 2024 are stated.
- (3) With respect to the amounts, the aggregate amounts paid or expected to be paid for the fiscal years ended March 31, 2023 and 2024 are stated.
- (4) The aggregate compensation paid to directors who concurrently serve as executive officers as defined in the Companies Act is included in the above table as those of “Executive officers as defined in the Companies Act.”
- (5) The number of directors in the “Base Compensation” column for the fiscal year ended March 31, 2024 includes one director who retired on June 23, 2023. The number of executive officers as defined in the Companies Act for the compensation for the fiscal year ended March 31, 2023 includes six executive officers as defined in the Companies Act who resigned on April 1, 2023.
- (6) With respect to the Stock Compensation I for the directors and the executive officers as defined in the Companies Act, the amounts given are obtained by multiplying the stock ownership points granted by the

Compensation Committee of Mizuho Financial Group in July 2023 based on the functions and responsibilities of each of the Officers, as the stock ownership points granted for the fiscal year ended March 31, 2024 (one (1) point translates into one (1) share of common stock of Mizuho Financial Group) by the book value of Mizuho Financial Group stock (¥2,229.193 per share).

- (7) The condolence money premiums subsidies concerning the fiscal year ended March 31, 2024 are included in the above table under the “Other” column for the fiscal year ended March 31, 2024, which are based on the decision by the Compensation Committee.
- (8) The metric for such performance payments and stock compensation II for the fiscal year ended March 31, 2023 was our consolidated net business profits and net gains or losses related to ETFs and others and consolidated net income and consolidated ROE and expense ratio. The target amount and results of the consolidated net business profits and net gains or losses related to ETFs and others metric were ¥860.0 billion and ¥807.1 billion, respectively. The target amount and results of the consolidated net income metric were ¥540.0 billion and ¥555.5 billion, respectively. The target amount and result of consolidated ROE metric were 6.4% and 6.6%, respectively. The target amount and results of the expense ratio metric were 63.9% and 65.0%, respectively.
- (9) With respect to the performance payments for executive officers as defined in the Companies Act, the amounts decided by the Compensation Committee of Mizuho Financial Group in July 2023 as the performance payments for the fiscal year ended March 31, 2023 are stated.
- (10) With respect to the Stock Compensation II for the executive officers as defined in the Companies Act, the amounts given are obtained by multiplying the stock ownership points granted by the Compensation Committee of Mizuho Financial Group in July 2023 based on each position and performance, as the stock ownership points granted for the fiscal year ended March 31, 2023 by the book value of Mizuho Financial Group stock (¥2,229.193 per share). Stock Compensation II for the fiscal year ended March 31, 2023 is expected to be paid as deferred payments over three years from the fiscal year ending March 31, 2025.
- (11) With respect to the Other for the fiscal year ended March 31, 2023, the amount of fixed compensation paid in deferral is stated. The fixed compensation paid in deferral is a system whereby the decision to pay a portion of the fixed compensation is deferred and can be reduced or forfeited in accordance with the performance of Mizuho Financial Group and other factors.
- (12) Because the amount of the performance payments and stock compensation II to be paid with respect to the fiscal year ended March 31, 2024 has not yet been determined at present, the aggregate compensation above does not include the amount of such performance payments and stock compensation II; however, the necessary reserve is recorded for accounting purposes.

Listed companies in Japan are required under Cabinet Office Ordinance on Disclosure of Corporate Affairs, etc., to disclose the compensation provided to their directors, audit & supervisory board members and executive officers as defined in the Companies Act for the relevant fiscal year if the aggregate annual compensation per director / audit & supervisory board member / executive officer as defined in the Companies Act equals or exceeds ¥100 million (including any compensation provided by major subsidiaries of such listed company as directors and audit & supervisory board members of such subsidiaries). The following table sets forth the relevant information that Mizuho Financial Group has disclosed pursuant to such regulations:

		Aggregate Amounts of Compensation by Type (in millions of yen)						
		For the fiscal year ended March 31, 2024			For the fiscal year ended March 31, 2023			
Name (Classification)	Aggregate Amount of Compensation (in millions of yen)	Company	Base Compensation	Stock Compensation I (paid or expected to be paid at the time of retirement)		Performance Payments	Stock Compensation II (paid during the term in office)	
				Other	Other			
Masahiro Kihara (Executive officer as defined in the Companies Act)	191	Mizuho Financial Group	70	15	0	41	43	—
		Mizuho Bank	3	0	—	2	2	—
		Mizuho Trust & Banking	1	0	—	0	0	—
Seiji Imai (Director)	133	Mizuho Securities	2	0	—	1	1	—
Makoto Umemiya (Executive officer as defined in the Companies Act)		Mizuho Financial Group	70	14	0	—	—	49
		Mizuho Financial Group	20	4	0	8	8	—
	104	Mizuho Bank	22	4	—	9	9	—
		Mizuho Trust & Banking	7	1	—	3	3	—

Note:

- (1) Fractions are rounded down.
- (2) An executive officer as defined in the Companies Act who concurrently serves as a director is indicated as Executive officer as defined in the Companies Act.
- (3) With respect to the “Other” column for the fiscal year ended March 31, 2023, the amount of fixed compensation paid in deferral is stated. The fixed compensation paid in deferral is a system whereby the decision to pay a portion of the fixed compensation is deferred and can be reduced or forfeited in accordance with the performance of Mizuho Financial Group and other factors.

Mizuho Financial Group and some of its subsidiaries, including the former Mizuho Bank and the former Mizuho Corporate Bank, abolished their respective retirement allowance programs for directors, audit & supervisory board members and officers. At the ordinary general meeting of shareholders held in June 2008, Mizuho Financial Group and such subsidiaries obtained shareholders’ approval for a payment of lump sum retirement allowances for directors and audit & supervisory board members (other than those elected after such shareholders’ meeting) at the time of their respective retirement.

In conjunction with the abolishment of the retirement allowance program, Mizuho Financial Group obtained shareholders’ approval for the introduction of stock acquisition rights for directors (excluding outside directors) at the ordinary general meeting of shareholders held on June 26, 2008. On January 30, 2009, the Board of Directors resolved to issue stock acquisition rights to directors and executive officers and subsequently allotted an aggregate of 5,409 stock acquisition rights on February 16, 2009. As the directors of Mizuho Financial Group, the directors received 435 stock acquisition rights. Each stock acquisition right represents a right to purchase 100 shares of the common stock at ¥1 per share of common stock. The period during which the stock acquisition rights may be exercised shall be until February 16, 2029. Their exercise is conditioned on the holder losing his or her status as director or executive officer. The book value of each stock acquisition right was ¥190,910 as of March 31, 2024.

On September 3, 2009, the Board of Directors resolved to issue stock acquisition rights to directors and executive officers and subsequently allotted an aggregate of 5,835 stock acquisition rights on September 25, 2009. As the directors of Mizuho Financial Group, the directors received 500 stock acquisition rights. Each stock acquisition right represents a right to purchase 100 shares of the common stock at ¥1 per share of common stock. The period during which the stock acquisition rights may be exercised shall be until September 25, 2029. Their exercise is conditioned on the holder losing his or her status as director or executive officer. The book value of each stock acquisition right was ¥168,690 as of March 31, 2024.

On July 30, 2010, the Board of Directors resolved to issue stock acquisition rights to directors and executive officers and subsequently allotted an aggregate of 6,808 stock acquisition rights on August 26, 2010. As the directors of Mizuho Financial Group, the directors received 500 stock acquisition rights. Each stock acquisition right represents a right to purchase 100 shares of the common stock at ¥1 per share of common stock. The period during which the stock acquisition rights may be exercised shall be until August 26, 2030. Their exercise is conditioned on the holder losing his or her status as director or executive officer. The book value of each stock acquisition right was ¥119,520 as of March 31, 2024.

On November 18, 2011, the Board of Directors resolved to issue stock acquisition rights to directors and executive officers, and subsequently allotted an aggregate of 12,452 stock acquisition rights on December 8, 2011. As the directors of Mizuho Financial Group, the directors received 500 stock acquisition rights. Each stock acquisition right represents a right to purchase 100 shares of the common stock at ¥1 per share of common stock. The period during which the stock acquisition rights may be exercised shall be until December 8, 2031. Their exercise is conditioned on the holder losing his or her status as director or executive officer. The book value of each stock acquisition right was ¥91,840 as of March 31, 2024.

On July 31, 2012, the Board of Directors resolved to issue stock acquisition rights to directors and executive officers, and subsequently allotted an aggregate of 11,776 stock acquisition rights on August 31, 2012. As the directors of Mizuho Financial Group, the directors received 498 stock acquisition rights. Each stock acquisition right represents a right to purchase 100 shares of the common stock at ¥1 per share of common stock. The period during which the stock acquisition rights may be exercised shall be until August 31, 2032. Their exercise is conditioned on the holder losing his or her status as director or executive officer. The book value of each stock acquisition right was ¥113,250 as of March 31, 2024.

On January 31, 2014, the Board of Directors resolved to issue stock acquisition rights to directors and executive officers, and subsequently allotted an aggregate of 7,932 stock acquisition rights on February 17, 2014. As the directors of Mizuho Financial Group, the directors received 184 stock acquisition rights. Each stock acquisition right represents a right to purchase 100 shares of the common stock at ¥1 per share of common stock. The period during which the stock acquisition rights may be exercised shall be until February 17, 2034. Their exercise is conditioned on the holder losing his or her status as director or executive officer. The book value of each stock acquisition right was ¥192,610 as of March 31, 2024.

On May 14, 2014, the Board of Directors determined to delegate to the President & CEO the authority to determine to issue stock acquisition rights to directors and executive officers, provided that Mizuho Financial Group would transform from a Company with Audit & Supervisory Board into a Company with Three Committees. Later, on June 24, 2014, the transformation was approved at the ordinary general meeting of shareholders.

On November 14, 2014, the President & CEO determined to issue stock acquisition rights to directors and executive officers and subsequently allotted an aggregate of 9,602 stock acquisition rights on December 1, 2014. As the directors of Mizuho Financial Group, the directors received 126 stock acquisition rights. Each stock acquisition right represents a right to purchase 100 shares of the common stock at ¥1 per share of common stock. The period during which the stock acquisition rights may be exercised shall be until December 1, 2034. Their exercise is conditioned on the holder losing his or her status as director or executive officer. The book value of each stock acquisition right was ¥186,990 as of March 31, 2024.

Mizuho Financial Group's Compensation Committee resolved, at the meeting held on May 15, 2015, to discontinue the incentive stock option program along with the introduction of performance payments and stock compensation for directors and officers. In addition, the Compensation Committee resolved, at the meeting held on June 14, 2018, to amend the compensation system in order to further clarify the linkage between business performance and compensation. For further information on the current compensation system, including performance payments and stock compensation, see "Mizuho Financial Group Basic Policy for Executive Compensation" below.

"Mizuho Financial Group Basic Policy for Executive Compensation"

Mizuho Financial Group set out the "Mizuho Financial Group Basic Policy for Executive Compensation" (the "Basic Policy for Executive Compensation") concerning the determination of compensation for each individual director and executive officer (the "Officers") of Mizuho Financial Group as well as Mizuho Bank, Mizuho Trust & Banking and Mizuho Securities (the "Three Core Companies").

Basic Principle

Executive compensation shall be provided as compensation for the responsibilities assigned to and the performance of each of the Officers, and function as an incentive for each of the Officers to exercise their designated function to the fullest in our effort to realize management that contributes to value creation for various stakeholders and improve corporate value through continuous and stable corporate growth, based on our basic management policies under our corporate philosophy.

Executive Compensation System

1. Executive compensation for each of the Officers shall be determined based on a pre-determined executive compensation system.
2. The executive compensation system shall include systems and rules related to, among other factors, payment compensation standard (standard amounts), structure (such as fixed and variable portions), form (such as cash or stocks) and timing (such as regular payment or payment at resignation).
3. The executive compensation system shall be established in accordance with both domestic and foreign rules and guidelines concerning executive compensation.
4. The executive compensation system shall reflect our economic and social environment as well as our group's medium- and long-term business performance, and we shall establish our system appropriately by referring to such systems of other companies, including our competitors, in its establishment.

Control

1. Part of an Officer's executive compensation shall be provided on a deferred payment basis over multiple years in order to mitigate risks stemming from actions taken for short-term gains that are excessively risky or could compromise value creation for various stakeholders.
2. We shall introduce, as necessary, methods to decrease or compel forfeiture of such deferred amounts or to compel forfeiture of, in whole or in part, compensation already paid. In addition, we have established and maintain a separate compensation recovery policy called the "Recovery Policy for Executive Compensation" based on Section 303A.14 of the New York Stock Exchange Listed Company Manual.

Governance

1. In order to effectively secure objectivity, appropriateness and fairness with respect to executive compensation, the Compensation Committee shall determine important related matters such as this

policy, the design of the executive compensation system and the executive compensation for each of director and executive officer as defined in the Companies Act.

- All members of the Compensation Committee shall be in principle appointed from among outside directors (or at least non-executive directors), and the Chairperson thereof shall be an outside director.

Disclosure

In order to effectively secure transparency with respect to executive compensation, this policy, the executive compensation system and executive compensation that has been decided, shall be disclosed in a lawful, appropriate manner through suitable means.

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, and such composition shall be, in principle, 85% and 15%, respectively.

«Composition of Compensation»

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 ¹	Not linked	Monthly	Cash	40%	40%	55%	55%	85%	85%	
Incentive Compensation	Stock Compensation I ²	Not linked	Time of resignation	Stock	5%					
	Medium- to Long-term Incentive Compensation	Linked (0-150%)	Deferred payment over three years starting the fiscal year after next	Stock	30%	60%	5%	17.5%		
	Short-term Incentive Compensation ⁴	Linked (0-150%)	Lump sum in the next fiscal year ⁵	Cash	25%		22.5%	45%	15%	15%

↳ Subject to malus and clawback⁶

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 the 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.
- Matters regarding corporate performance linked compensation and others

Stock Compensation II and Short-term Incentive Compensation, which are categorized as corporate performance linked compensation and others, shall be determined by multiplying the base amount, which is determined based on the functions and responsibilities of each of the Officers, by a corporate performance linked factor.

The corporate performance linked factor for Stock Compensation II shall be determined by the Compensation Committee within the range of 0% to 150% based on target achievement rates for medium- to long-term performance indicators, with respect to which the evaluation axes are “Finance of Mizuho Financial Group,” “Customers,” “Economy and society” and “Employees.” For the medium-to long-term performance indicators, we selected “Consolidated ROE” (which indicates management efficiency), “Consolidated Net Business Profits + Net gains or losses related to ETFs and others” (which indicates the profitability of the core operations) and “Total Shareholder Return (TSR)” (which indicates overall shareholder returns), with respect to which the evaluation axis is “Finance of Mizuho Financial Group.” In addition, we selected, among others, “Sustainable finance amount” (which indicates the outcome of responding to capital demand for resolution of environmental and societal issues), “Assessments by ESG rating agencies” (which indicates the objective assessments of sustainability promotion structure) and “Engagement score” and “Inclusion score” (which indicate the status of human capital enhancement and corporate culture transformation), with respect to which the evaluation axes are “Customers,” “Economy and society” and “Employees.”

The corporate performance linked factor for Short-term Incentive Compensation shall be determined by the Compensation Committee within the range of 0% to 150% based on the figure calculated by multiplying (i) the factor of the evaluation based on the target achievement rates for short-term performance indicators we selected, with respect to which the evaluation axis is “Finance of Mizuho Financial Group” (the “short-term performance indicators” and, along with the evaluation using such indicators, hereinafter the “evaluation of short-term performance indicators”) by (ii) the evaluation factor based on individual evaluation of each Officer. For the short-term performance indicators, we selected the “Profit Attributable to Owners of Parent” (which is the final result of management’s performance) and the “Gross Profit RORA” (which indicates the management’s efficiency), with respect to which the evaluation axis is “Finance of Mizuho Financial Group.” In addition, individual evaluation shall be conducted based on perspectives of evaluation to be set based on the functions and responsibilities of each of the Officers. In the case of the Group CEO, the factor of the evaluation of short-term performance indicators fluctuates within the range of 0% to 140%, the individual evaluation factor fluctuates within the range of 0% to 110%, and the evaluation factor for the short-term performance indicators and individual evaluation is capped at 150%.

«Medium- to long-term Incentive Compensation (Stock Compensation II)»

Base amount	Evaluation of medium to long-term performance indicators ^{*1}				
	Evaluation axes	Performance indicators ^{*2}	Weight ^{*2}	Relationship between achievement rate and evaluation factor (Example for the Consolidated ROE)	
X	Mizuho Financial Group finance	Consolidated ROE ^{*3}	25%		
		Consolidated Net Business Profits ^{*4}	25%		
		TSR ^{*5}	10%		
	Clients	Customer satisfaction ^{*6} Sustainable finance amount ^{*6}	10%		
	Economy and society	Assessments by ESG rating agencies ^{*7} Climate-change initiatives ^{*6}	10%		
	Employees	Engagement score ^{*8} Inclusion score ^{*8}	20%		
	<p>*1. The Compensation Committee makes the final decision (up to 150%) based on target achievement rates for performance indicators considering the business environment and the existence of events that should be reflected individually</p> <p>*2. Example of Group CEO</p> <p>*3. Excludes Net Unrealized Gains (Losses) on Other Securities</p> <p>*4. Consolidated Net Business Profits + Net Gains (Losses) related to ETFs and others</p> <p>*5. Evaluated based on relative comparison with competitors, etc.</p> <p>*6. Evaluated on the target achievement rates on related internal indicators</p> <p>*7. 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)</p> <p>*8. Evaluated on the target achievement rate for the positive response rate for four Staff Survey questions related to engagement and inclusion</p>				

«Short-term Incentive Compensation»

Base amount	Evaluation of short-term performance indicators ^{*1}			Individual evaluation ^{*1}
	Evaluation axis	Performance indicators ^{*2}	Weight ^{*2}	Main evaluation perspectives ^{*2}
X	Mizuho Financial Group finance	Profit Attributable to Owners of Parent ^{*3}	50%	<ul style="list-style-type: none"> Demonstrates leadership in improving the Group's corporate culture and disseminating the Group's purpose and code of conduct Succession initiatives for the Group CEO and management team
		Gross Profits RORA ^{*4}	50%	
<p>*1. The Compensation Committee makes the final decision on Short-Term Incentive Compensation based on target achievement rates for performance indicators as well as on the business landscape and the existence of events that should be reflected individually. The Short-Term Incentive Compensation can vary between 0 and 140% for the Group CEO</p> <p>*2. Example of Group CEO</p> <p>*3. Net Income for the period Attributable to Shareholders of the Parent Company</p> <p>*4. RORA: Return on Risk-weighted Assets</p>				<p>*1. The Compensation Committee makes the decision based on the evaluation perspectives. The compensation can vary between 0 and 110% for the Group CEO</p> <p>*2. Example of Group CEO</p>

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

- Matters regarding non-monetary compensation (Stock Compensation)

We have introduced a stock compensation system utilizing a trust (the “System”). The System operates through the Board Benefit Trust (BBT), in which our shares are acquired from the stock market through the trust with the fund we contribute to, which is to be provided to the Officers in accordance with the Rules of Distribution of Officer Shares stipulated. The System consists of Stock Compensation I and Stock Compensation II.

Stock Compensation I refers to the system in which a fixed number of shares is given to an Officer at the time of their resignation, which is determined by the functions and responsibilities of each of the Officers at the time. The system allows for a reduction or forfeiture of the compensation depending on the performance of the group or the individual.

Stock Compensation II is a system in which deferred payments over three years will be made in the form of shares determined in accordance with, among others, the target achievement rates with regard to the financial indicators and indicators related to stakeholders, which are emphasized by the Group to increase its corporate value over the medium- to long-term. The system allows for a reduction or forfeiture of the deferred compensation depending on the performance of the group or the individual.

The voting rights pertaining to the shares owned by the trust shall not be exercised.

Compensation Determination Process

The Compensation Committee shall determine the executive compensation system, including the compensation system set out in “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 of the Officers, 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.

The President & CEO, pursuant to this policy and regulations and detailed rules, etc., shall determine the compensation for each executive officer as defined in our internal regulations, and approve the compensation of each individual executive officer of the Three Core Companies.

The Compensation Committee shall verify the validity of the compensation system and standards based on economic and social conditions and survey data with respect to management compensation provided by external specialized organizations.

The Compensation Committee may have officers who are not members of the committee (including officers of the Three Core Companies) such as the President & CEO and external experts, etc., attend its meetings and provide their opinion in order to facilitate adequate and appropriate discussions and determinations.

Revision and Abolishment of the Policy

Revision and abolishment of the Basic Policy for Executive Compensation shall be resolved by the Compensation Committee of Mizuho Financial Group.

6.C. Board Practices

Under the Companies Act, Companies with Three Committees are required to establish a nominating committee, a compensation committee and an audit committee and the majority of the respective committee members must be outside directors, as defined under the Companies Act. Such companies are also required to appoint executive officers under the Companies Act.

Mizuho Financial Group transformed into a Company with Three Committees from a Company with Audit & Supervisory Board in June 2014. We believe that, under the current legal system, a Company with Three Committees is the most effective as a system to realize the basic policy regarding our corporate governance system for the following reasons:

- To allow executive officers to make swift and flexible decisions on business execution delegated by the Board of Directors and to implement business execution, and to allow the Board of Directors to focus on determining matters such as basic management policies and effectively supervising management.
- To secure to the fullest extent possible a checks and balances function that fully utilizes the viewpoints of outside parties and objectively secure appropriateness and fairness in decision-making through members of the Nominating Committee, the Compensation Committee and the Audit Committee, which consist mainly of outside directors.

- To make possible the creation of systems that are necessary to realize the fundamental perspectives regarding our corporate governance in a form that takes into account what we aim to be and our challenges.
- To be in line with governance systems that are required globally with a strong recognition that we operate globally and are in a position in which we should play a leading role in the industry as a financial group that is a G-SIFI to continue constructing an even stronger governance system that will agilely respond to domestic and global structural changes and overcome a highly competitive environment; and as a result, to allow us to fulfill our social role and mission, which is to realize continuous and stable corporate growth and improved corporate value and shareholder interests and contribute to domestic and global economic and industrial development and prosperity of society, in response to the demands of our stakeholders.

Pursuant to its articles of incorporation, Mizuho Financial Group has established general meetings of shareholders, individual directors, the Board of Directors, the Nominating Committee, the Compensation Committee, the Audit Committee and an independent accounting auditor as the primary components of its corporate governance system.

Board of Directors

Under the Companies Act, directors are elected by resolution of the general meetings of shareholders, and their term of office ends at the close of the ordinary general meeting of shareholders relating to the fiscal year ending within a year following their appointment.

In addition, under the Companies Act, the duties of the board of directors include making decisions on business execution and supervision of the execution of duties of directors and executive officers, and by its resolution, it may delegate making decisions on business execution (excluding certain specified matters) to the executive officers.

The main roles of the Board of Directors are making decisions on business execution such as basic management policies, which are legally matters to be determined solely by the Board of Directors, and supervising the execution of duties by directors and executive officers. In order to fulfill the roles mentioned above, the Board of Directors shall appropriately establish and supervise the operation of the internal control systems (regarding matters such as risk management, compliance and internal auditing) and risk governance systems of our group. The Board of Directors shall, in principle, delegate to our President & CEO, who is also our Group CEO, decisions on business execution (excluding matters that are legally required to be determined solely by the Board of Directors), for the purpose of realizing swift and flexible decision-making and expeditious corporate management and strengthening the supervision of directors and executive officers by the Board of Directors.

Pursuant to the articles of incorporation, Mizuho Financial Group may have no more than 15 directors. Mizuho Financial Group maintains the following structure in order to manage the Board of Directors in an effective and stable manner. In light of the role of the Board of Directors to supervise management, (i) outside directors and internal directors who do not concurrently serve as persons performing executive roles (“Internal Non-Executive Directors,” and together with outside directors, “Non-Executive Directors”) comprise a majority of the directors in the Board of Directors and (ii) at least a third of the members of the Board of Directors are outside directors. Currently, the Board of Directors consists of a total of 14 directors (eight outside directors, two Internal Non-Executive Directors and four directors concurrently serving as executive officers).

The Chairperson of the Board of Directors shall, in principle, be an outside director (or at least a Non-Executive Director) in light of the role of the Board of Directors to supervise management. Currently, Ms. Izumi Kobayashi serves as the Chairperson of the Board of Directors.

The Board of Directors held 15 meetings in the fiscal year ended March 31, 2024. In particular, the Board discussed transformation of corporate culture, sustainability initiatives, IT and digital transformation initiatives, the recognition of current management issues and the current status of key strategies at major subsidiaries, and the progress of the business improvement plan. The average attendance rate was 99%.

Nominating Committee

Under the Companies Act, the nominating committee is required to consist of at least three directors, and the majority of its members is required to consist of outside directors. The duties of the nominating committee include the determination of the contents of proposals regarding the appointment and dismissal of directors to be submitted to the general meetings of shareholders.

The main roles of the Nominating Committee of Mizuho Financial Group are determining the contents of proposals regarding the appointment and dismissal of directors of Mizuho Financial Group to be submitted to the general meetings of shareholders, exercising the approval rights held by Mizuho Financial Group with respect to the appointment and dismissal of directors of each of the Three Core Companies, and exercising the approval rights held by Mizuho Financial Group with respect to the appointment and removal of representative directors and senior directors of the Three Core Companies.

The Chairperson of the Nominating Committee shall be an outside director, and in principle its members shall be appointed from among outside directors (or at least Non-Executive Directors) in order to ensure objectivity and transparency in the appointment of directors. Currently, all members of the Nominating Committee, including the Chairperson, are outside directors. As of June 26, 2024, the members of the Nominating Committee are Mr. Yoshimitsu Kobayashi (Chairperson), Mr. Takashi Tsukioka, Mr. Kotaro Ohno, Mr. Hiromichi Shinohara and Ms. Izumi Kobayashi.

The Nominating Committee held 14 meetings in the fiscal year ended March 31, 2024. In particular, the Committee discussed the concept of Board composition, the succession of outside directors, our Group CEO, and CEO of the Three Core Companies, and director nomination and appointment for the fiscal year ending March 31, 2025 at Mizuho Financial Group and the Three Core Companies. The average attendance rate was 100%.

Compensation Committee

Under the Companies Act, the compensation committee is required to consist of at least three directors, and the majority of its members is required to consist of outside directors. The duties of the compensation committee include the determination of the compensation for each individual director and executive officer.

The main roles of the Compensation Committee of Mizuho Financial Group are determining the compensation for each individual director and executive officer of Mizuho Financial Group, exercising the approval rights held by Mizuho Financial Group regarding compensation of each individual director of the Three Core Companies, and determining the basic policies and compensation system for directors and executive officers of Mizuho Financial Group and the Three Core Companies.

The Chairperson of the Compensation Committee shall be an outside director, and in principle its members shall be appointed from among the outside directors (or at least Non-Executive Directors) in order to ensure objectivity and transparency in the compensation of directors and executive officers. Currently, all members of the Compensation Committee, including the Chairperson, are outside directors. As of June 26, 2024, the members of the Compensation Committee are Mr. Takashi Tsukioka (Chairperson), Ms. Yumiko Noda and Mr. Takakazu Uchida.

The Compensation Committee held 8 meetings in the fiscal year ended March 31, 2024. The Committee discussed the determination of individual compensation for directors and executive officers, the determination of performance-linked compensation for the fiscal year ended March 31, 2023, the verification and review of compensation levels in light of market research, and the verification and review of our group's executive compensation system. The average attendance rate was 100%.

Audit Committee

Under the Companies Act, the audit committee is required to consist of at least three Non-Executive Directors, and the majority of its members is required to consist of outside directors. The duties of the audit committee include the audit of the execution of duties by directors and executive officers and preparation of audit reports.

The main roles of the Audit Committee of Mizuho Financial Group are auditing the execution of duties by the directors and executive officers, monitoring and inspecting the establishment and management of the internal control system of Mizuho Financial Group and its subsidiaries, monitoring and inspecting the condition of the execution of duties with respect to corporate management of subsidiaries and others by executive officers, preparing audit reports, determining the contents of proposals regarding the appointment, dismissal and non-reappointment of accounting auditors to be submitted to the general meeting of shareholders, and making resolutions on important matters related to internal audits, such as the basic policy for internal audits, the basic internal audit plan, budgets of the Internal Audit Group, the entrustment and the remuneration of the Group CAE, and the assignment of the General Manager of the Internal Audit Group.

Given that it is necessary for the Audit Committee to gather information through internal directors who are familiar with the financial business and related regulations, share information among the Audit Committee and to have sufficient coordination with internal control departments, Mizuho Financial Group shall in principle appoint one or two Internal Non-Executive Directors as full-time members of the Audit Committee. The majority of its members including the Chairperson shall be outside directors. Currently, among the four members of the Audit Committee, one member is appointed among Internal Non-Executive Directors as a full-time member of the Audit Committee, and three members including the Chairperson are appointed among outside directors. As of June 26, 2024 the members of the Audit Committee are Mr. Ryoji Sato (Chairperson), Mr. Kotaro Ohno, Mr. Takakazu Uchida and Mr. Hisaaki Hirama.

The Audit Committee held 18 meetings in the fiscal year ended March 31, 2024. In particular, the Committee confirmed the effectiveness of the Structure for Ensuring Appropriate Conduct of Operations (internal control system) and provided relevant opinions. Moreover, the Committee monitored the progress of key strategies in the executive departments, recognition of issues, and efforts to strengthen internal management systems with priority. The average attendance rate was 100%.

The members of the Audit Committee shall meet independence requirements under the U.S. securities laws and regulations as may from time to time be applicable to Mizuho Financial Group. Further, at least one member of the Audit Committee shall be a "financial expert" as defined under U.S. laws.

Mizuho Financial Group has established committees and other organizations on a voluntary basis in addition to the above legally-required three committees as set forth below:

- Risk Committee

The Risk Committee, as an advisory body to the Board of Directors, shall make recommendations to the Board of Directors regarding decision-making and supervision relating to risk governance and supervision of matters such as the status of risk management.

The Risk Committee shall, in principle, comprise no less than three members who shall be Non-Executive Directors or outside experts. Currently, the Risk Committee comprises an Internal Non-Executive Director, who serves as the Chairperson, two outside directors, and two outside experts.

The Risk Committee held 9 meetings in the fiscal year ended March 31, 2024. In particular, the Committee discussed the direction of the selection of top risks, the direction and operational status of the risk appetite framework, the status of comprehensive risk management, the status of sustainability initiatives, business and risk awareness in overseas regions, and cybersecurity initiatives. The average attendance rate was 100%.

- IT / Digital Transformation Committee

The IT / Digital Transformation Committee was established 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.

The IT / Digital Transformation Committee, as an advisory body to the Board of Directors, shall make 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.

The IT / Digital Transformation Committee shall, in principle, comprise no less than three members who shall be Non-Executive Directors or outside experts. Currently, the IT / Digital Transformation Committee comprises an outside director, who serves as the Chairperson, an outside director, two outside experts, and an Internal Non-Executive Director.

The Committee held 2 meetings in the fiscal year ended March 31, 2024. In particular, the Committee discussed IT and digital transformation initiatives and system risk management. The average attendance rate was 100%.

- Human Resources Review Meeting

The Human Resources Review Meeting shall deliberate over plans for the appointment and dismissal of, and commissioning of Mizuho Financial Group's executive officers (as defined in the Companies Act) and plans for the appointment and removal of Mizuho Financial Group's executive officers (as defined in the Companies Act) with special titles, such plans to be decided upon by the Board of Directors.

The Human Resources Review Meeting shall comprise the members of the Nominating Committee and our Group CEO, from the perspective of ensuring transparency and fairness in the appointment of executive officers.

The Human Resources Review Meeting held 12 meetings in the fiscal year ended March 31, 2024. In particular, the Meeting discussed the succession of key executives, and personnel changes for executive line officers in the fiscal year ending March 31, 2025. The average attendance rate was 100%.

- System Failure Response Evaluation Committee

Following a series of IT system failures in Mizuho Bank, Ltd., the Board of Directors of Mizuho Financial Group established the System Failure Response Evaluation Committee from March 2021 to January 2024 consisting solely of outside directors for comprehensive evaluation of measures to prevent further incidents and other matters.

In addition, the aforementioned IT / Digital Transformation Committee was established in January 2024 in order to strengthen monitoring of IT and digital transformation, as well as stable business operations.

The System Failure Response Evaluation Committee held 7 meetings in the fiscal year ended March 31, 2024. The Committee discussed the progress of the business improvement plan and the establishment of measures to prevent recurrence of IT system failures. The average attendance rate was 100%.

- **Outside Director Session**

The Outside Director Session shall comprise only outside directors, and shall exchange information and share understanding with each other, and provide objective and candid opinions to the management based on the outside directors' perspectives as outsiders as necessary.

The Outside Director Session held 3 meetings in the fiscal year ended March 31, 2024. In particular, outside directors exchanged opinions each time with the outside directors of the Three Core Companies on transformation of corporate culture, customer-oriented business conduct, and stable business operations. The average attendance rate was 100%.

Executive Officers

Under the Companies Act, Companies with Three Committees are required to appoint at least one executive officer by resolution of the board of directors, and its term of office ends at the close of the meeting of the board of directors initially convened following the close of the ordinary general meeting of shareholders relating to the fiscal year ending within a year following appointment. Executive officers shall decide on the business execution delegated by a resolution of the board of directors and implement business execution.

Executive officers of Mizuho Financial Group take charge of making decisions on business execution delegated by a resolution of the Board of Directors and implementing business execution of Mizuho Financial Group.

Mizuho Financial Group shall appoint, as executive officers, our Group CEO and, in principle, all heads of In-house Companies and Units and our Group CxOs*, based on the policy that it is necessary to appoint, as executive officers, people who make decisions on business execution delegated by the Board of Directors as managers of Mizuho Financial Group and who assume a comprehensive role of business execution.

* Reference:

Group CSO: Group Chief Strategy Officer (responsible for group strategy development and promotion)

Group CGO: Group Chief Governance Officer (responsible for corporate planning and management)

Group CFO: Group Chief Financial Officer (responsible for financial strategy and financial management)

Group CRO: Group Chief Risk Officer (responsible for risk governance)

Group CHRO: Group Chief Human Resources Officer (responsible for human resources strategy and human resources management)

Group CPO: Group Chief People Officer (responsible for human resources and organizational development)

Group CCuO: Group Chief Culture Officer (responsible for corporate culture)

Group CBO: Group Chief Branding Officer (responsible for branding strategy and promotion)

Group CIO: Group Chief Information Officer (responsible for IT strategy, systems management and systems operations)

Group CPrO: Group Chief Process Officer (responsible for strategy, promotion and management of administrative processes)

Group CCO: Group Chief Compliance Officer (responsible for compliance management)

Group CAE: Group Chief Audit Executive (responsible for internal auditing)

Group CDO: Group Chief Digital Officer (responsible for digital strategy and innovation promotion)

Group CSuO: Group Chief Sustainability Officer (responsible for sustainability strategy and promotion)

While our President & CEO is responsible for business execution at Mizuho Financial Group, after our President & CEO makes decisions on matters delegated by the Board of Directors, such determined matters shall be reported to the Board of Directors at least once every three months as part of the status of the execution of duties.

Agreements with Directors, etc.

None of the directors has service contracts with Mizuho Financial Group providing for benefits upon termination of service.

Mizuho Financial Group's articles of incorporation, in accordance with the Companies Act, allows the company to enter into an agreement with outside directors that limits their liabilities incurred in connection with their service. The limitation of liabilities under such agreement, if the outside director performed his/her duty in good faith without gross negligence, must be the higher of either (i) a pre-determined amount not less than ¥20 million or (ii) the amount prescribed in laws and regulations, which is currently equivalent to two times the annual compensation of such outside director. Pursuant to the provisions in its articles of incorporation, Mizuho Financial Group has entered into such agreements with all of its outside directors that are in office.

Based on the rules of the Tokyo Stock Exchange, listed companies are required to have at least one member of the board of directors or one member of the audit & supervisory board to be "independent." Further, companies listed on the Prime Market with independent outside directors being less than one-third of the members of the board must disclose the reason for it. Currently, all of Mizuho Financial Group's outside directors meet such independence requirements, and the number of Mizuho Financial Group's independent outside directors meets such ratio requirements.

For additional information on directors and the board practices, see "Item 6.A. Directors and Senior Management-Directors" and "Item 10.B. Additional Information-Memorandum and Articles of Association" in this annual report.

The rights of holders of American Depositary Receipts, or ADRs, which evidence ADSs, including such ADR holders' rights relating to corporate governance practices, are governed by the deposit agreement, which is included as Exhibit 2.2 to this annual report.

Corporate Governance Practices

Companies listed on the New York Stock Exchange, or NYSE, must comply with certain standards regarding corporate governance under Section 303A of the NYSE Listed Company Manual. However, NYSE-listed companies that are foreign private issuers meeting certain criteria, such as Mizuho Financial Group, are permitted to follow home country practices in lieu of certain provisions of Section 303A, and the company is relying on this exemption. See "Item 16.G. Corporate Governance" for a summary of significant ways in which corporate governance practices of Mizuho Financial Group differ from those followed by NYSE-listed U.S. companies.

6.D. Employees

As of March 31, 2022, 2023 and 2024, we had 52,420, 51,212 and 52,307 employees, respectively, on a consolidated basis, including overseas local staff but excluding advisers and temporary employees. We also had an average of approximately 12,911 temporary employees during the fiscal year ended March 31, 2024.

The following tables show our full-time employees as of March 31, 2024 and the average number of temporary employees for the fiscal year ended March 31, 2024, each broken down based on business segment and geographical location.

<u>Business segment</u>	<u>Number of full-time employees</u>	<u>Average number of temporary employees</u>
Retail & Business Banking Company	19,687	7,405
Corporate & Investment Banking Company	3,996	252
Global Corporate & Investment Banking Company	11,675	79
Global Markets Company	1,360	43
Asset Management Company	1,468	144
Others	14,121	4,988
Total	<u>52,307</u>	<u>12,911</u>

<u>Location</u>	<u>Percentage of full-time employees</u>	<u>Average percentage of temporary employees</u>
Japan	76.6%	100.0%
Americas	6.7%	0.0%
Europe	4.2%	0.0%
Asia/Oceania (excluding Japan) and others	12.5%	0.0%
Total	<u>100%</u>	<u>100%</u>

Most of our full-time non-management employees in Japan are members of a labor union. Outside Japan, some of our employees are members of local unions. We consider our labor relations with employees to be good.

6.E. Share Ownership

Shown below are two types of numbers of shares of Mizuho Financial Group's common stock held as of March 31, 2024, by its directors and executive officers (currently in office as of June 26, 2024): One column shows the actual number of shares held; and the other shows the potential number of additional shares to be held (i.e., the number of shares that are scheduled to be delivered equivalent to the stock ownership points granted by the current stock compensation system and upon exercise of the stock acquisition rights granted by the former stock option system).

<u>Directors</u>	<u>Actual number of shares held</u>	<u>Potential number of additional shares to be held</u>
Yoshimitsu Kobayashi	5,519	6,047
Ryoji Sato	3,259	6,047
Takashi Tsukioka	1,852	4,020
Kotaro Ohno	0	1,000
Hiromichi Shinohara	0	1,000
Izumi Kobayashi	6,885	8,957
Yumiko Noda	0	1,000
Takakazu Uchida	0	0
Seiji Imai	42,814	60,976
Hisaaki Hiramata	24,041	21,759
Masahiro Kihara	11,741	65,108
Hidekatsu Take	20,134	34,975
Mitsuhiro Kanazawa	5,469	24,927
Takefumi Yonezawa	1,599	3,204

<u>Executive Officers</u>	<u>Actual number of shares held</u>	<u>Potential number of additional shares to be held</u>
Masahiro Kihara	See above	See above
Hidekatsu Take	See above	See above
Kazutoshi Isogai	3,036	8,089
Masayuki Sugawara	20,572	32,471
Kenya Koshimizu	7,897	27,859
Daishi Sasaki	4,815	23,983
Noriyuki Sato	200	1,790
Tsutomu Yamamoto	4,240	12,305
Yasuhiko Ushikubo	10,208	34,289
Naoshi Inomata	6,999	34,001
Minako Nakamoto	2,185	2,795
Takefumi Yonezawa	See above	See above
Shiro Shiraishi	5,674	2,100
Nobuhiro Kaminoyama	7,416	28,886
Natsumi Akita	0	8,042
Mitsuhiro Kanazawa	See above	See above
Shinichiro Hihara	3,874	3,135
Hideki Tsujimori	1,399	902
Makoto Matsubara	6,682	24,170
Hisashi Kikuchi	20,611	38,158

None of the directors or executive officers is the owner of more than one percent of Mizuho Financial Group’s common stock, and no director or executive officer has voting rights with respect to our common stock that are different from any other holder of our common stock.

For information on our former stock option system and current stock compensation system for directors and executive officers, see “Item 6.B Compensation.”

We maintain an employee stock ownership plan under which participating employees of the companies listed below are able to contribute funds deducted from their salary and bonus payments to purchase our shares. The plan administrator makes open-market purchases of our shares for the account of the plan on a monthly basis. The companies contribute matching funds equivalent to 10% of the amounts contributed by the participating employees. The following table shows the number of shares that the plan held as of March 31, 2024:

<u>Plan</u>	<u>As of March 31, 2024</u>	
	<u>Employer companies</u>	<u>Number of shares owned</u>
Mizuho Employee Stock Ownership Plan	Mizuho Financial Group Mizuho Bank Mizuho Trust & Banking Mizuho Research & Technologies	
Total		<u>11,676,084</u>

6.F. Disclosure of a Registrant’s Action to Recover Erroneously Awarded Compensation

Not applicable.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

7.A. Major Shareholders

The following table sets forth information about the ten largest holders of shares of our common stock appearing on the register of shareholders as of March 31, 2024:

Name	As of March 31, 2024	
	Number of shares owned	Percentage of outstanding shares ⁽¹⁾
The Master Trust Bank of Japan, Ltd. (trustee account)	392,039,100	15.44
Custody Bank of Japan, Ltd. (trustee account)	131,550,520	5.18
JPMorgan Securities Japan Co., Ltd.	52,063,113	2.05
State Street Bank West Client – Treaty 505234	51,986,845	2.05
JPMorgan Chase Bank 385781	35,228,542	1.39
SMBC Nikko Securities Inc	32,100,612	1.26
SSBTC Client Omnibus Account	30,016,092	1.18
Goldman Sachs Japan, Co., Ltd. BNYM	27,539,848	1.08
Custody Bank of Japan, Ltd. (taxable trust money account)	25,903,050	1.02
Custody Bank of Japan, Ltd. (trustee account 4)	24,371,300	0.96
Total	<u>802,799,022</u>	<u>31.63</u>

(1) The percentages of outstanding shares are calculated by excluding 881,823 shares held by us as treasury stock.

As of March 31, 2024, there were 244 record holders of our common stock with addresses in the United States, whose shareholdings represented approximately 12% of our outstanding common stock, calculated by excluding 881,823 shares held by us as treasury stock, on that date. Because some of these shares were held by brokers or other nominees, the number of record holders with addresses in the United States might not fully reflect the number of beneficial owners in the United States.

The company is not directly or indirectly owned or controlled by any other corporation, by any government, or by any other natural or legal person or persons severally or jointly.

Our major shareholders do not have different voting rights.

7.B. Related Party Transactions

We and our subsidiary banks had, and expect to have in the future, banking transactions and other transactions in the ordinary course of business with our related parties. Although, for the fiscal year ended March 31, 2024, such transactions included, but were not limited to, call money, loans, deposits, guarantees and foreign exchange transactions, those transactions were immaterial and were made substantially on the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with third parties and did not involve more than the normal risk of collectability or present other unfavorable features.

During the fiscal year ended March 31, 2024, none of our directors or executive officers, and none of the close members of their respective families, had any transactions that were material or any transactions that were unusual in their nature or conditions, involving goods, services or tangible or intangible assets, to which we were, are or will be a party, and there were no such transactions proposed as of March 31, 2024.

During the fiscal year ended March 31, 2024, no loans were made to our directors or executive officers other than loans in the ordinary course of business, on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons, and involving no more than the normal risk of collectability or presenting other unfavorable features.

7.C. Interests of Experts and Counsel

Not applicable.

ITEM 8. FINANCIAL INFORMATION

8.A. Consolidated Statements and Other Financial Information

Financial Statements

Our consolidated financial statements are set forth in this annual report under “Item 18. Financial Statements.”

Legal Proceedings

We are involved in normal collection proceedings initiated by us and other legal proceedings in the ordinary course of our business, none of which is currently expected to have a material adverse effect on our financial condition or results of operations. However, there can be no assurance that an adverse decision in one or more of these lawsuits will not have a material adverse effect.

Shareholder Return Policy

Based on our capital management policy of pursuing the optimum balance between capital adequacy, growth investment and enhancement of shareholder return, we maintain our shareholder return policy of progressive dividends as our principal approach while executing flexible and intermittent share buybacks. In addition, as for dividends, we will decide based on the steady growth of our stable earnings base, taking a dividend payout ratio of 40% as a guide into consideration. As for share buybacks, we will consider our business results and capital adequacy, our stock price and the opportunities for growth investment in determining the execution.

Based on the above policy, annual cash dividends for the fiscal year ended March 31, 2024 were ¥105.0 per share of common stock (the interim cash dividend was ¥50.0 per share of common stock and the year-end cash dividend was ¥55.0 per share of common stock, respectively).

We intend to issue dividends twice per year to shareholders recorded in the shareholder register as of March 31 and September 30 in each year as year-end dividends and as interim dividends, respectively, to return profits to shareholders in a timely way.

In accordance with our articles of incorporation, we may decide to issue dividends by a resolution of the Board of Directors unless otherwise stipulated by laws or regulations, or by a resolution of a general meeting of shareholders. Annual cash dividends for the fiscal year ended March 31, 2024 were decided by a resolution of our Board of Directors.

8.B. Significant Changes

Except as described in this annual report, no significant change in our financial position has occurred since the date of the financial statements included in this annual report.

ITEM 9. THE OFFER AND LISTING

9.A. Listing Details

The principal trading market for our shares of common stock is the Prime Market of the Tokyo Stock Exchange, under the code “8411.” Our shares had been listed on the First Section of the Tokyo Stock Exchange, since our establishment as the holding company of the Mizuho group on March 12, 2003, as the successor to

Mizuho Holdings. The trading market was changed to the Prime Market of the Tokyo Stock Exchange as a result of its restructuring effective on April 4, 2022.

Our ADSs have been listed on the New York Stock Exchange since November 8, 2006 and are quoted under the ticker symbol “MFG.”

9.B. Plan of Distribution

Not applicable.

9.C. Markets

See “Item 9.A. The Offer and Listing—Listing Details.”

9.D. Selling Shareholders

Not applicable.

9.E. Dilution

Not applicable.

9.F. Expenses of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

10.A. Share Capital

Not applicable.

10.B. Memorandum and Articles of Association

Objects and Purposes in our Articles of Incorporation

Our corporate purpose, as specified in Article 2 of our articles of incorporation, which is included in this annual report as Exhibit 1.1, is to engage in the following businesses as a bank holding company:

- operation and management of bank holding companies, banks, specialized securities companies and other companies which we may own as our subsidiaries under the Banking Act, and any other business incidental thereto; and
- any other business that a bank holding company may engage in under the Banking Act.

Our Board of Directors

Under the Companies Act (*Kaisha Hou*) (Act No. 86 of 2005, as amended), because we have adopted the “Company with Three Committees” system, our directors have no power to execute our business except in limited circumstances as permitted by law. If a director also serves concurrently as an executive officer, then he or she can execute our business in the capacity of executive officer. There is no provision in our articles of incorporation as to our directors’ power to vote on a proposal, arrangement or contract in which a director is materially interested. The Companies Act, however, requires such director to refrain from voting on such matters at meetings of the board of directors.

The amount of compensation to each our director is determined by the Compensation Committee, which consists of our directors, the majority of whom are outside directors (see “Item 6.C. Board Practices”).

The borrowing powers have been delegated to the executive officers by the Board of Directors in accordance with the Companies Act.

Neither the Companies Act nor our articles of incorporation set a mandatory retirement age for our directors.

There is no requirement concerning the number of shares an individual must hold to qualify as a director under the Companies Act or our articles of incorporation.

Common Stock

General

Unless otherwise specified, set forth below is information concerning our shares of common stock as of the date hereof, including brief summaries of certain provisions of our articles of incorporation, our share handling regulations and the Companies Act relating to joint stock corporations (*kabushiki kaisha*) and certain related legislation, all as currently in effect.

Under our articles of incorporation, we are authorized to issue 4,800,000,000 shares of common stock.

As of March 31, 2024, 2,539,249,894 shares of common stock were issued.

Where relevant to the common stock, provisions of our preferred stock are also described below.

Distribution of Surplus

General

Under the Companies Act, distribution of cash or other assets by a joint stock corporation to its shareholders, including dividends, takes the form of distribution of Surplus (as defined in “—Restriction on Distribution of Surplus”). We are permitted to make distributions of Surplus to our shareholders any number of times per fiscal year, subject to certain limitations described in “—Restriction on Distribution of Surplus.” Under the Companies Act and our articles of incorporation, distributions of Surplus are in principle permitted by a resolution of the Board of Directors as long as our non-consolidated annual financial statements and certain documents for the latest fiscal year fairly present our assets and profit and loss, as required by an ordinance of the Ministry of Justice. Distributions of Surplus are, however, required to be authorized by a resolution of a general meeting of shareholders if the aforementioned condition is not met, and even if the aforementioned condition is met, distribution of Surplus may be authorized by a resolution of a general meeting of shareholders.

Distributions of Surplus may be made in cash or in kind in proportion to the number of shares of common stock held by each shareholder. A resolution of the Board of Directors or a general meeting of shareholders authorizing a distribution of Surplus must specify the kind and aggregate book value of the assets to be distributed, the manner of allocation of such assets to shareholders, and the effective date of the distribution. If a distribution of Surplus is to be made in kind, we may, pursuant to a resolution of the Board of Directors or (as the case may be) a general meeting of shareholders, grant the right to our shareholders to require us to make such distribution in cash instead of in kind. If no such right is granted to shareholders, the relevant distribution of Surplus must be approved by a special resolution of a general meeting of shareholders (see “—Voting Rights” with respect to a “special resolution”).

Under our articles of incorporation, the record date for annual dividends and interim dividends is March 31 and September 30, respectively, in each year. In Japan, the “ex-dividend date” (the date from which purchasers of

shares through Japanese stock exchanges will not be entitled to the dividends to be paid to registered shareholders as of any record date) and the record date for dividends precede the date of determination of the amount of the dividend to be paid. The ex-dividend date of the shares of common stock is generally the first business day prior to the record date.

Restriction on Distribution of Surplus

Payment of annual dividends on shares of common stock is subject to the prior payment of annual preferred dividends on the shares of any series of preferred stock. Payment of an interim dividend on shares of our common stock is also subject to the prior payment of an interim preferred dividend of one-half the annual preferred dividend amount on the shares of any series of preferred stock. In making a distribution of Surplus, we must set aside in our additional paid-in capital and/or legal reserve an amount equal to one-tenth of the amount of Surplus so distributed, until the sum of its additional paid-in capital and legal reserve reaches one-quarter of its stated capital.

The amount of Surplus at any given time must be calculated in accordance with the following formula:

$$A + B + C + D - (E + F + G)$$

In the above formula:

“A” = the total amount of other capital surplus and other retained earnings, each such amount being that appearing on our non-consolidated balance sheet as of the end of the last fiscal year

“B” = (if we have disposed of our treasury stock after the end of the last fiscal year) the amount of the consideration for such treasury stock received by us less the book value thereof

“C” = (if we have reduced our stated capital after the end of the last fiscal year) the amount of such reduction less the portion thereof that has been transferred to additional paid-in capital or legal reserve (if any)

“D” = (if we have reduced our additional paid-in capital or legal reserve after the end of the last fiscal year) the amount of such reduction less the portion thereof that has been transferred to stated capital (if any)

“E” = (if we have cancelled our treasury stock after the end of the last fiscal year) the book value of such treasury stock

“F” = (if we have distributed Surplus to our shareholders after the end of the last fiscal year) the total book value of the Surplus so distributed

“G” = certain other amounts set forth in an ordinance of the Ministry of Justice, including:

- if we have reduced Surplus and increased our stated capital, additional paid-in capital or legal reserve after the end of the last fiscal year, the amount of such reduction; and
- if we have distributed Surplus to shareholders after the end of the last fiscal year, the amount set aside in our additional paid-in capital or legal reserve, if any, as required by ordinances of the Ministry of Justice.

The aggregate book value of Surplus distributed by us may not exceed a prescribed distributable amount (the “Distributable Amount”), as calculated on the effective date of such distribution. The Distributable Amount at any given time shall be the amount of Surplus less the aggregate of (a) the book value of our treasury stock, (b) the amount of consideration for any of our treasury stock disposed of by us after the end of the last fiscal year and (c) certain other amounts set forth in an ordinance of the Ministry of Justice, including (if the sum of one-half of our goodwill and deferred assets exceeds the total of the stated capital, additional paid-in capital and legal reserve, each such amount being the amount in our non-consolidated balance sheet as of the end of the last fiscal year) all or certain part of such exceeding amount as calculated in accordance with the ordinances of the Ministry of Justice.

If we have become at our option a company with respect to which its consolidated balance sheet should also be considered in the calculation of the Distributable Amount (*renketsu haito kisei tekiyo kaisha*), we shall further deduct from the amount of Surplus the excess amount, if any, of (x) the total amount of the shareholders' equity appearing on our non-consolidated balance sheet as of the end of the last fiscal year and certain other amounts set forth by an ordinance of the Ministry of Justice over (y) the total amount of the shareholders' equity and certain other amounts set forth by an ordinance of the Ministry of Justice appearing on our consolidated balance sheet as of the end of the last fiscal year. We did not opt for becoming such a company with respect to the fiscal year ended March 31, 2024.

If we have prepared interim financial statements as described below, and if such interim financial statements have been approved by the Board of Directors or (*if so required by the Companies Act*) by a general meeting of shareholders, then the Distributable Amount must be adjusted to take into account the amount of profit or loss, and the amount of consideration for any of our treasury stock disposed of by us, during the period in respect of which such interim financial statements have been prepared. We may prepare non-consolidated interim financial statements consisting of a balance sheet as of any date subsequent to the end of the last fiscal year and an income statement for the period from the first day of the current fiscal year to the date of such balance sheet. Interim financial statements so prepared by us must be audited by our corporate auditors and/or outside accounting auditor, as required by an ordinance of the Ministry of Justice.

Capital and Reserves

We may reduce our additional paid-in capital or legal reserve generally by resolution of a general meeting of shareholders and, if so decided by the same resolution, may account for the whole or any part of the amount of such reduction as stated capital. On the other hand, we may reduce our stated capital generally by special resolution of a general meeting of shareholders and, if so decided by the same resolution, may account for the whole or any part of the amount of such reduction as additional paid-in capital or legal reserve. In addition, we may reduce our Surplus and increase either (i) stated capital or (ii) additional paid-in capital and/or legal reserve by the same amount, in either case by resolution of a general meeting of shareholders.

Stock Splits

We may at any time split shares of common stock into a greater number of shares of common stock by determination by executive officers under the authority delegated by resolution of the Board of Directors. When a stock split is to be made, so long as our only class of outstanding stock is the common stock, we may increase the number of authorized shares in the same ratio as that of such stock split by amending our articles of incorporation, of which amendment may be effected by resolution of the Board of Directors without approval by shareholders.

Share Consolidation

We may at any time consolidate shares of common stock into a smaller number of shares of common stock by special resolution of a general meeting of shareholders. When a share consolidation is to be made, we must give public notice at least two weeks (or, in the case where any fractions of shares are left as a result of the share consolidation, 20 days) prior to the effective date of the share consolidation. We must disclose the reason for the share consolidation at the general meeting of shareholders.

Unit Share System

We have adopted the unit share system under which shareholders will have one voting right for each unit of shares consisting of 100 shares held by them at general meetings of shareholders or at meetings of holders of a particular class of shares, and shares constituting less than a full unit will carry no voting rights. See “—Preferred Stock—Voting Rights” for information on the voting rights that holders of preferred stock may have at general

meetings of shareholders. Our articles of incorporation provide that the holders of shares constituting less than a full unit will not have shareholder rights, except for those specified in an ordinance of the Ministry of Justice which include rights (i) to receive dividends, (ii) to receive cash or other assets in case of a consolidation or split of shares, share exchange or share transfer, or merger or (iii) to be allotted rights to subscribe for free for new shares and stock acquisition rights when such rights are granted to shareholders. Holders of shares constituting less than a full unit may at any time request us to purchase such shares constituting less than a full unit (a) at the current market price as determined pursuant to the Companies Act in cases of such shares having a market price (such as our common stock) or (b) at the price as determined through negotiations between the holders of shares constituting less than a full unit and us in cases where such shares have no market price (such as our preferred stock), which request may not be withdrawn without our consent. In addition, holders of shares constituting less than a full unit may require us to sell them such number of shares, which, when combined with the number of shares already held by such holder, shall constitute a whole unit of shares; provided that we will be obliged to comply with such request only when we own a sufficient number of shares to accommodate such request. As prescribed in our share handling regulations, such requests shall be made through an account managing institution at which such shareholder has its account and Japan Securities Depository Center, Inc. (“JASDEC”) pursuant to the rules of JASDEC, without going through the notification procedure required for the exercise of shareholders’ rights entitled regardless of record dates as described in “—Transfer of Shares.” The executive officers under the authority delegated by the Board of Directors may reduce the number of shares constituting one unit of shares or cease to use the unit share system by amendments to the articles of incorporation without a special resolution of the general meeting of shareholders which would otherwise be required.

General Meetings of Shareholders

The ordinary general meeting of shareholders shall be held no later than three months from the last day of each business year and is normally held in June of each year. In addition, we may hold an extraordinary general meeting of shareholders whenever necessary. The record date for an ordinary general meeting of shareholders is March 31 of each year.

Under the Companies Act and our articles of incorporation, we shall take electronic provision measures (the “Electronic Provision”) for the information contained in the reference materials, etc., for our general meetings of shareholders.

The notice for a general meeting of shareholders must set forth the place, the time, the purpose thereof and the information in the reference materials, etc., for a general meeting of shareholders being provided through the Electronic Provision and the URL of the website used for the Electronic Provision, and must be given to each shareholder having voting rights (or, in the case of a non-resident shareholder, to its standing proxy or mailing address in Japan) at least two weeks prior to the date set for the meeting. The information in the reference materials, etc., for a general meeting of shareholders must be posted on a website from the earlier of the date three weeks prior to the date set for the meeting or the date on which the notice for the meeting is dispatched until the date on which three months have elapsed from the meeting. In general, any shareholder is entitled to request printed paper copies of the information in the reference materials, etc., for a general meeting of shareholders by the record date for voting rights of the relevant general meeting of shareholders.

Any shareholder holding at least 300 voting rights or 1% of the total number of voting rights for six months or longer may propose a matter to be considered at a general meeting of shareholders, and request to include the proposal in a notice for a general meeting of shareholders, by submitting a request to a representative executive officer at least eight weeks prior to the date of such meeting. However, the number of proposals that such shareholder may request to be included in such notice is limited up to 10 proposals, and we are able to decline to include the excessive proposals in such notice in the case where the number of proposals requested by each shareholder exceeds 10. Any of the minimum percentages, time periods and number of voting rights necessary for exercising the minority shareholder rights described above may be decreased or shortened if our articles of incorporation so provide.

Voting Rights

Our shareholders have one voting right for each unit of shares held by them (regarding the voting rights held by holders of preferred stock, see “—Preferred Stock—Voting Rights”).

Except as otherwise provided by law or in our articles of incorporation, a resolution shall be adopted at a general meeting of shareholders by a majority of the voting rights held by the shareholders present at the meeting. Our articles of incorporation provide that the quorum for election of directors is one-third of the total number of voting rights. Our shareholders are not entitled to cumulative voting in the election of directors. A shareholder may exercise its voting rights in writing or through a proxy, provided that the proxy shall also be a holder of our shares having voting rights at such meeting.

The Companies Act provides that certain important matters shall be approved by a “special resolution” of a general meeting of shareholders. Under our articles of incorporation, the quorum for a special resolution is one-third of the total number of voting rights, and the approval of not less than two-thirds of the voting rights held by the shareholders present at the meeting is required for adopting a special resolution. Such important matters include:

1. any amendment to our articles of incorporation (except for such amendments that may be authorized by executive officers under the authority delegated by the board of directors under the Companies Act such as (i) an increase of the number of authorized shares in the same ratio as that of a stock split, (ii) a reduction of the number of shares per unit of shares and (iii) abolishing the unit share system);
2. our dissolution, merger or consolidation requiring shareholders’ approval;
3. establishment of a parent and wholly-owned subsidiary relationship by way of a share transfer (*kabushiki-iten*) or share exchange (*kabushiki-kokan*), or establishment of a parent and subsidiary relationship by way of a partial share exchange (*kabushiki-kofu*), requiring shareholders’ approval;
4. transfer of the whole or a substantial part of our business;
5. transfer of the whole or a part of our shares in any of our subsidiaries requiring shareholders’ approval;
6. taking over of the whole of the business of another company requiring shareholders’ approval;
7. our corporate split requiring shareholders’ approval;
8. consolidation of shares of common stock;
9. acquisition of shares of common stock by us from a specific shareholder other than our subsidiary;
10. distribution of Surplus in kind (except when shareholders are granted the right to require to make such distribution in cash instead of in kind);
11. issuance or transfer of new shares or existing shares held by us as treasury stock to persons other than the shareholders at a “specially favorable” price; and
12. issuance of stock acquisition rights (including those incorporated in bonds with stock acquisition rights) to persons other than the shareholders at a “specially favorable” price or under “specially favorable” conditions.

Liquidation Rights

In the event of our liquidation, the assets remaining after payment of all debts, liquidation expenses, taxes and distributions of residual assets relating to the then outstanding preferred stock will be distributed among holders of common stock in proportion to the respective numbers of shares held by them. Regarding distributions of residual assets relating to the then outstanding preferred stock, see “—Preferred Stock—Liquidation Rights.”

Issue of Additional Shares and Pre-emptive Rights

Holders of the common stock have no pre-emptive rights. Authorized but unissued shares of common stock may be issued at such times and upon such terms as executive officers under the authority delegated by the Board of Directors determine, subject to the limitations as to the issuance of new shares of common stock at a “specially favorable” price mentioned in “—Voting Rights.”

In the case of an issuance or transfer of shares or stock acquisition rights by way of an allotment to a third party whereby the third party will hold more than 50% of the voting rights of all shareholders, we shall give notice (including a public notice) to our shareholders in advance, and if shareholders who hold one-tenth or more of the voting rights of all shareholders dissent from the third-party allotment, the approval by an ordinary resolution of a general meeting of shareholders is generally required before the payment date for such issuance or transfer pursuant to the Companies Act. In addition, pursuant to the regulations of the stock exchanges in Japan, in the case of an issuance or transfer of shares or stock acquisition rights by way of an allotment to a third party which would dilute the outstanding voting shares by 25% or more or change the controlling shareholder, in addition to a determination by the executive officers, the approval of the shareholders or an affirmative opinion from a person independent of our management is generally required.

Executive officers under the authority delegated by the Board of Directors may, however, determine that shareholders of a particular class of stock shall be given subscription rights to new shares of the same class, in which case they must be given on uniform terms to all shareholders of that class as of a record date of which not less than two weeks’ prior public notice must be given. Each of the shareholders to whom such rights are given must also be given at least two weeks’ prior notice of the date on which such rights expire (but see “—Preferred Stock—Issue of Additional Shares and Pre-emptive Rights” regarding our preferred stock).

Stock Acquisition Rights

We may issue stock acquisition rights (*shinkabu yoyakuken*). Holders of stock acquisition rights are entitled to acquire shares from us, upon payment of the applicable exercise price, and subject to other terms and conditions thereof. We may also issue bonds with stock acquisition rights (*shinkabu yoyakuken-tsuki shasai*). The issuance of stock acquisition rights and bonds with stock acquisition rights may be authorized by executive officers under the authority delegated by the Board of Directors unless it is made at a “specially favorable” price or under “specially favorable” conditions, as described in “—Voting Rights” and subject to the approval of the shareholders or an affirmative opinion from an independent person in certain cases, as described in “—Issue of Additional Shares and Pre-emptive Rights.”

Record Date

As mentioned above, March 31 is the record date for the payment of annual dividends and the determination of shareholders entitled to vote at the ordinary general meeting of shareholders. September 30 is the record date for the payment of interim dividends. In addition, by a determination by executive officers under the authority delegated by the Board of Directors and after giving at least two weeks’ prior public notice, we may at any time set a record date in order to determine the shareholders who are entitled to certain rights pertaining to our stock.

JASDEC is required to give us notice of the names and addresses of our shareholders, the numbers of shares held by them and other relevant information as of such record date promptly after we set each record date.

Acquisition by Us of Common Stock

We may acquire shares of common stock:

1. by way of purchase on any Japanese stock exchange on which the shares of our common stock are listed or by way of tender offer (in either case pursuant to a resolution of the Board of Directors as long

- as our non-consolidated annual financial statements and certain documents for the latest fiscal year fairly present our assets and profit and loss, as required by an ordinance of the Ministry of Justice);
2. from a specific shareholder other than any of our subsidiaries (pursuant to a special resolution of a general meeting of shareholders); or
 3. from any of our subsidiaries (pursuant to a determination by executive officers under the authority delegated by the Board of Directors).

In the case of 2. above, any other shareholder may make a request to us to be included as a seller in the proposed purchase, unless the purchase price or any other consideration to be received by the relevant specific shareholder will not exceed the last trading price of the shares on the relevant stock exchange on the day immediately preceding the date on which the resolution mentioned in 2. above was adopted (or, if there is no trading in the shares on the stock exchange or if the stock exchange is not open on such day, the price at which the shares are first traded on such stock exchange thereafter).

The total amount of the purchase price of shares of common stock may not exceed the Distributable Amount, as described in “—Distribution of Surplus—Restriction on Distribution of Surplus.”

We may hold the shares of common stock acquired, and may generally transfer or cancel such shares by a determination by executive officers under the authority delegated by the Board of Directors.

Disposal of Shares of Common Stock Held by Shareholders whose Location is Unknown

We are not required to send notices to a shareholder if notices given by us to such shareholder fail to arrive for five consecutive years or more at its address registered in our register of shareholders or otherwise notified to us.

In the above case, if the relevant shareholder also fails to receive dividends on the shares continuously for five years or more at its address registered in our register of shareholders or otherwise notified to us, then we may in general dispose of such shares at their then market price and hold or deposit the proceeds of such disposition on behalf of the relevant shareholder.

Reporting of Substantial Shareholders

The Financial Instruments and Exchange Act and its related regulations require any person who has become, beneficially and solely or jointly, a holder of more than 5% of the total issued shares of capital stock of a company that is listed on any Japanese stock exchange to file a report with the Director of the relevant Local Finance Bureau of the Ministry of Finance within five business days. With certain exceptions, a similar report must also be filed in respect of any subsequent change of 1% or more in the holding or of any change in material matters set forth in any previously filed reports. For the purpose of the reporting requirements mentioned above, shares of capital stock of a company issuable to any person upon conversion of convertible securities or exercise of share subscription warrants or stock acquisition rights by such person are taken into account in determining both the number of shares held by such person and the company’s total issued share capital. Any such report shall be filed with the Director of the relevant Local Finance Bureau of the Ministry of Finance through the Electronic Disclosure for Investors’ Network (EDINET) system.

There are other reporting requirements under the Banking Act. See “Item 4.B. Information on the Company—Business Overview—Supervision and Regulation—Japan—Examination and Reporting Applicable to Shareholders.”

Holding of Shares of Our Common Stock by Foreign Investors

There are no limitations imposed by the laws of Japan, our articles of incorporation or our other constituent documents on the rights of non-residents or foreign shareholders to hold or exercise voting rights on our shares of common stock or preferred stock in general.

For the regulations relating to the acquisition and holding of our shares and voting rights by non-residents of Japan and the inward direct investment by foreign investors under the Foreign Exchange and Foreign Trade Act of Japan (Act No. 228 of 1949, as amended), see “item 10.D. Exchange Controls.”

Transfer of Shares

At present, JASDEC is the only institution that is designated by the relevant authorities as a clearing house which is permitted to engage in the clearing operations of listed shares under the Act on Book-Entry Transfer of Corporate Bonds, Stocks, etc. (Act No. 75 of 2001, including regulations promulgated thereunder; the “Book-entry Act”). Under the clearing system above, in order for any person to hold, sell or otherwise dispose of listed shares, such person must have an account at an account managing institution unless such person has an account at JASDEC. “Account managing institutions” are financial instruments business operators (i.e., securities companies), banks, trust companies and certain other financial institutions which meet the requirements prescribed by the Book-entry Act, and only those financial institutions that meet further stringent requirements of the Book-entry Act can open accounts directly at JASDEC. Under the Book-entry Act, any transfer of shares is effected through book entry, and title to the shares passes to the transferee at the time when the transferred number of the shares is recorded at the transferee’s account at an account managing institution or JASDEC. The holder of an account at an account managing institution or JASDEC is presumed to be the legal owner of the shares held in such account. Under the Companies Act and the Book-entry Act, in order to assert shareholders’ rights to which shareholders as of record dates are entitled (such as the rights to vote at a general meeting of shareholders or receive dividends) against us, a shareholder must have its name and address registered in our register of shareholders. Under the clearing system, such registration is made upon our receipt of necessary information from JASDEC. On the other hand, in order to assert shareholders’ rights to which shareholders are entitled regardless of record dates such as minority shareholders’ rights including the right to propose a matter to be considered at a general meeting of shareholders and to request to include the proposal in a notice for a general meeting of shareholders, except for shareholders’ rights to request us to purchase or sell shares constituting less than a full unit (as described in “—Unit Share System”), upon the shareholder’s request, JASDEC shall issue a notice of certain information, including the name and address of such shareholder, to us. Thereafter, such shareholder is required to present us a receipt of the request of the notice in accordance with our share handling regulations. Under the Book-entry Act, the shareholder shall exercise such shareholders’ right within four weeks after the notice above. Non-resident shareholders are required to appoint a standing proxy in Japan or provide a mailing address in Japan. Each such shareholder must give notice of such standing proxy or mailing address to the relevant account managing institution. Such notice will be forwarded to us through JASDEC. Japanese securities companies and commercial banks customarily act as standing proxies and provide related services for standard fees. Notices from us to non-resident shareholders are delivered to such standing proxies or mailing addresses.

Under the clearing system, shares constituting less than one unit are transferable. Under the rules of the Japanese stock exchanges, however, shares constituting less than one unit do not comprise a trading unit, except in limited circumstances, and accordingly may not be sold on Japanese stock exchanges.

Our transfer agent is Mizuho Trust & Banking, located at 3-3, Marunouchi 1-chome, Chiyoda-ku, Tokyo 100-8241, Japan.

The registered holder of deposited shares underlying the ADSs is the depositary for the ADSs. Accordingly, holders of ADSs will not be able to directly assert their shareholders’ rights against us.

Preferred Stock

Unless otherwise specified, the following is a summary of information concerning the shares of our preferred stock as of the date hereof, including brief summaries of the relevant provisions of our articles of incorporation, our share handling regulations and the Companies Act and certain related legislation, all as currently in effect. The detailed rights of our preferred stock are set forth in our articles of incorporation and the

resolutions of our Board of Directors or a determination by executive officer(s) under the authority delegated by the Board of Directors relating to the issuance of the relevant series of preferred stock.

General

Under our articles of incorporation, we are authorized to issue 90,000,000 shares of each of the first to fourth series of class XIV preferred stock (provided that the aggregate number of shares authorized to be issued with respect to the four series of class XIV preferred stock may not exceed 90,000,000 shares), 90,000,000 shares of each of the first to fourth series of class XV preferred stock (provided that the aggregate number of shares authorized to be issued with respect to the four series of class XV preferred stock may not exceed 90,000,000 shares), 150,000,000 shares of each of the first to fourth series of class XVI preferred stock (provided that the aggregate number of shares authorized to be issued with respect to the four series of class XVI preferred stock may not exceed 150,000,000 shares).

As of March 31, 2024, there was no outstanding preferred stock.

Preferred Dividends

Payment of annual dividends on shares of common stock is subject to the prior payment of the annual preferred dividends on shares of preferred stock. The amount of preferred dividends for each series of the preferred stock is as follows:

- Each of the first to fourth series of class XIV preferred stock (currently not in issue) bears an annual non-cumulative dividend of the amount to be determined by resolution of the Board of Directors or determination by executive officer(s) under the authority delegated by the Board of Directors at the time of issuance, up to a maximum of ¥1,000 per share, and in the event we pay an interim dividend, holders are entitled to receive one half of such amount per share in preference to common stock.
- Each of the first to fourth series of class XV preferred stock (currently not in issue) bears an annual non-cumulative dividend of the amount to be determined by resolution of the Board of Directors or determination by executive officer(s) under the authority delegated by the Board of Directors at the time of issuance, up to a maximum of ¥1,000 per share, and in the event we pay an interim dividend, holders are entitled to receive one half of such amount per share in preference to common stock.
- Each of the first to fourth series of class XVI preferred stock (currently not in issue) bears an annual non-cumulative dividend of the amount to be determined by resolution of the Board of Directors or determination by executive officer(s) under the authority delegated by the Board of Directors at the time of issuance, up to a maximum of ¥1,000 per share, and in the event we pay an interim dividend, holders are entitled to receive one half of such amount per share in preference to common stock.

The amount of any interim preferred dividend will be deducted from the annual preferred dividend payable on preferred stock in respect of the same fiscal year.

No payment of dividends on our preferred stock or any other stock may be made unless we have sufficient Distributable Amount and a resolution to pay such dividend is obtained at the Board of Directors or at the relevant general meeting of shareholders, as the case may be.

Dividends on our preferred stock are non-cumulative. If the full amount of any dividend is not declared on our preferred stock in respect of any fiscal year, holders of our preferred stock do not have any right to receive dividends in respect of the deficiency in any subsequent fiscal year, and we will have no obligation to pay the deficiency or to pay any interest regardless of whether or not dividends are paid in respect of any subsequent fiscal year. The holders of our preferred stock are not entitled to any further dividends or other participation in or distribution of Surplus.

Liquidation Rights

In the event of our voluntary or involuntary liquidation, holders of our preferred stock will be entitled, equally in rank as among themselves and in preference over shares of common stock, to receive a distribution of ¥10,000 per share out of our residual assets upon our liquidation.

Holders of our preferred stock are not entitled to any further dividends or other participation in or distribution of our residual assets upon our liquidation.

Voting Rights

No holder of preferred stock has a right to receive notice for, or to vote at, a general meeting of shareholders, except as otherwise specifically provided under the Companies Act or other applicable law or our articles of incorporation. Under our articles of incorporation, holders of units of our preferred stock will be entitled to receive notice for, and to vote at, general meetings of shareholders:

- from the commencement of any ordinary general meeting of shareholders if an agenda for approval to declare a preferred dividend is not submitted to such meeting (except in the case where a resolution of the Board of Directors to pay the preferred dividends is made pursuant to our articles of incorporation between the last day of the business year and the date of such meeting); or
- from the close of any ordinary general meeting of shareholders if a proposed resolution to declare a preferred dividend is not approved at such meeting,

until such time as a resolution of the Board of Directors to pay the preferred dividends is made pursuant to our articles of incorporation or a resolution of an ordinary general meeting of shareholders declaring a preferred dividend is approved.

A separate resolution of a meeting of the holders of the preferred stock is required in order to approve the following matters which would prejudice the interests of the holders of the relevant preferred stock:

- (i) an amendment to the articles of incorporation to add new classes of shares to be issued, alter the terms of the shares or increase the number of authorized number of shares or authorized number of any class of shares, with certain exceptions;
- (ii) consolidation or split of shares;
- (iii) pro rated allocation of shares or stock acquisition rights to shareholders without any consideration;
- (iv) granting pre-emptive rights for new shares or stock acquisition rights to shareholders;
- (v) amalgamations or mergers;
- (vi) certain corporate splits;
- (vii) share exchanges;
- (viii) share transfers;
- (ix) partial share exchanges; and
- (x) other matters set forth in the articles of incorporation.

Such separate resolution is not required when the articles of incorporation so provide, except in the case of (i) above.

A separate resolution of a meeting of the holders of the common stock is also required in cases where the above matters would prejudice the interests of the holders of the common stock.

Under our articles of incorporation, in cases where a matter to be resolved at an ordinary general meeting of shareholders is required to be approved by such separate resolution, the record date for the relevant meeting of

the holders of the common stock or the preferred stock, as the case may be, is the same date as the record date for the ordinary general meeting of shareholders, when is March 31 of each year.

Ranking

We will not (unless the requisite sanction has been given by holders of preferred stock) create or issue any other shares ranking, as regards order of participation in the profits or assets of us on a liquidation or otherwise, in priority to the preferred stock in issue, but we may issue, without obtaining the consent of holders of the preferred stock in issue, other preferred stock ranking *pari passu* with the preferred stock in issue as regards the order of such participation in profits or assets of us and carrying such rights as to rates of preferred dividends or terms of conversion as the Board of Directors may determine, subject to the limitations set forth in our articles of incorporation and the Companies Act.

Acquisition of Preferred Stock

We may, if required, subject to regulatory approval, acquire any shares of the preferred stock then outstanding at any time out of the Distributable Amount (as defined in “—Common Stock—Restriction on Distribution of Surplus”). On or after the date to be determined by a resolution of the Board of Directors or a determination by executive officer(s) under the authority delegated by the Board of Directors relating to the issuance of the relevant preferred stock, we may also acquire all or a portion of each series of the first to fourth series of class XV (currently not in issue) or the first to fourth series of class XVI preferred stock (currently not in issue) at the acquisition price to be determined by a resolution of the Board of Directors or a determination by executive officer(s) under the authority delegated by the Board of Directors relating to the issuance of the relevant preferred stock on the date separately determined by a resolution of the Board of Directors or a determination by executive officer(s) under the authority delegated by the Board of Directors, without consent of the holders of such preferred stock. When a portion of a certain class of preferred stock is acquired, such acquisition shall be made from each holder thereof in number of shares determined by way of a lot or *pro rata* allocation.

Stock Splits

Our articles of incorporation provide that no stock split, stock consolidation or free distribution of stock shall be made in respect of the preferred stock unless otherwise provided for in any law or regulation.

Issue of Additional Shares and Pre-emptive Rights

Our articles of incorporation provide that no holder of our preferred stock has any pre-emptive right to subscribe for or purchase shares, stock acquisition rights or bonds with stock acquisition rights in the event of an issuance of additional shares or bonds and that no free distribution of stock acquisition rights may be made to the holders of our preferred stock.

Conversion

Our articles of incorporation provide that holders of the first to fourth series of class XIV (currently not in issue) or the first to fourth series of class XV (currently not in issue) preferred stock may, at their option, convert their shares to common stock by requesting us to acquire such shares and issue or transfer common stock to them. Other classes of our preferred stock are non-convertible.

Our articles of incorporation also provide that the first to fourth series of class XIV (currently not in issue) or the first to fourth series of class XV (currently not in issue) preferred stock outstanding on the last day of the acquisition period will be mandatorily acquired by us on the immediately following day (the “mandatory conversion date”) in consideration of shares of common stock of which number shall be calculated at the then-current market price per share of our common stock (the “mandatory conversion price”).

Acquisition of Preferred Stock without Consideration or in Exchange for Common Stock

In order to enable the relevant preferred stock to meet the criteria for inclusion in Additional Tier 1 capital under the capital adequacy guidelines of the Financial Services Agency under the Basel III rules, the first to fourth series of class XIV (currently not in issue), the first to fourth series of class XV (currently not in issue) and the first to fourth series of class XVI (currently not in issue) preferred stock have the following feature.

In respect of the first and second series of class XIV (currently not in issue), the first and second series of class XV (currently not in issue) and the first and second series of class XVI (currently not in issue) preferred stock, upon the occurrence of an event determined by a resolution of the Board of Directors or a determination by executive officer(s) under the authority delegated by the Board of Directors relating to the issuance of the relevant preferred stock as an event where a write-off of the relevant preferred stock or a conversion of the relevant preferred stock into common stock, or financial support or other similar measures taken by a public sector, without which we would become non-viable, is determined to be necessary, we shall mandatorily acquire the relevant preferred stock, in whole, free of consideration, on a date which falls after the occurrence of such event as determined by the resolution of the Board of Directors or a determination by executive officer(s) under the authority delegated by the Board of Directors relating to the issuance of the relevant preferred stock and which date shall be separately determined by a resolution of the Board of Directors or a determination by executive officer(s) under the authority delegated by the Board of Directors after the issuance of the relevant preferred stock, or a date which falls after the occurrence of the relevant certain event and which date shall be determined by the resolution of the Board of Directors or a determination by executive officer(s) under the authority delegated by the Board of Directors relating to the issuance of the relevant preferred stock, giving due consideration to the capital adequacy requirements applicable to us and other factors.

In respect of the third and fourth series of class XIV (currently not in issue), the third and fourth series of class XV (currently not in issue) and the third and fourth series of class XVI (currently not in issue) preferred stock, upon the occurrence of an event determined by a resolution of the Board of Directors or a determination by executive officer(s) under the authority delegated by the Board of Directors relating to the issuance of the relevant preferred stock as an event where a write-off of the relevant preferred stock or a conversion of the relevant preferred stock into common stock, or financial support or other similar measures taken by a public sector, without which we would become non-viable, is determined to be necessary, we shall mandatorily acquire the relevant preferred stock, in whole, on a date which falls after the occurrence of such event as determined by the resolution of the Board of Directors or a determination by executive officer(s) under the authority delegated by the Board of Directors relating to the issuance of the relevant preferred stock and which date shall be separately determined by a resolution of the Board of Directors or a determination by executive officer(s) under the authority delegated by the Board of Directors after the issuance of the relevant preferred stock, or a date which falls after the occurrence of the relevant certain event and which date shall be determined by the resolution of the Board of Directors or a determination by executive officer(s) under the authority delegated by the Board of Directors relating to the issuance of the relevant preferred stock, giving due consideration to the capital adequacy requirements applicable to us and other factors, and instead, we shall deliver our own common stock to holders of the relevant preferred stock. In this case, the terms of acquisition, including the number of shares of the common stock to be delivered in exchange for the acquisition of one (1) share of the relevant preferred stock, shall be determined by the resolution of the relevant Board of Directors or the determination by relevant executive officer(s) under the authority delegated by the Board of Directors relating to the issuance of the relevant preferred stock, giving due consideration to the market price of common stock, the subscription price of the relevant preferred stock and other factors.

10.C. Material Contracts

There were no material contracts entered into by us for the two years preceding the filing of this annual report that were not entered into in the ordinary course of business.

10.D. Exchange Controls

Foreign Exchange and Foreign Trade Act

The following is a general summary of major Japanese foreign exchange controls regulations applicable to holders of our shares, voting rights or ADSs who are non-residents of Japan or foreign investors, each as described below. The statements regarding Japanese foreign exchange control regulations set forth below are based on the laws and regulations in force and as interpreted by the Japanese authorities as of the date of this annual report and are subject to subsequent changes in the applicable Japanese laws or interpretations thereof. This summary is not exhaustive of all possible foreign exchange controls considerations that may apply to a particular investor, and potential investors are advised to satisfy themselves as to the overall foreign exchange controls consequences of the acquisition, ownership and disposition of our shares, voting rights or ADSs by consulting their own advisors.

The Foreign Exchange and Foreign Trade Act of Japan (Act No. 228 of 1949, as amended) and the cabinet orders and ministerial ordinances incidental thereto, collectively the Foreign Exchange Act, set forth, among other matters, the regulations relating to the receipt by non-residents of Japan of payment with respect to shares to be issued by us and the acquisition and holding of our shares and voting rights by non-residents of Japan and the inward direct investment by foreign investors, each as described below. It also applies to the acquisition and holding of ADSs representing authority to exercise our voting rights by foreign investors that constitutes an inward direct investment. Generally, the Foreign Exchange Act currently in effect does not affect the right of a non-resident of Japan to purchase or sell ADSs outside Japan for non-Japanese currency unless such transaction constitutes an inward direct investment and requires prior notification filing.

“Non-residents of Japan” are defined as individuals who are not resident in Japan and corporations whose principal offices are located outside Japan. Generally, the branches and offices of non-resident corporations that are located in Japan are regarded as residents of Japan while the branches and offices of Japanese corporations located outside Japan are regarded as non-residents of Japan.

“Foreign investors” are the following persons who make “inward direct investments,” which are described below:

- individuals who are non-residents of Japan;
- judicial persons or other organizations that are organized under the laws of foreign countries or whose principal offices are located outside Japan;
- corporations of which 50% or more of the voting rights are held by (i) individuals who are non-residents of Japan, (ii) judicial persons or other organizations that are organized under the laws of foreign countries or whose principal offices are located outside Japan, (iii) corporations of which 50% or more of the capital are held by such individuals falling within (i) above and/or judicial persons or other organizations falling within (ii) above, and/or (iv) subsidiary corporations (as defined under the Japan’s Companies Act, but excluding judicial persons or other organizations that are organized under the laws of foreign countries or whose principal offices are located outside Japan) of such corporation falling within (iii) above;
- partnerships under the Civil Code of Japan (Act No. 89 of 1896, as amended) established to invest in corporations, limited partnerships for investment under the Limited Partnership Act for Investment of Japan (Act No. 90 of 1998, as amended) or any other similar partnerships under the laws of foreign countries of which (i) 50% or more of the contributions are made by individuals who are non-residents of Japan, judicial persons or other organizations that are organized under the laws of foreign countries or whose principal offices are located outside Japan and/or any other persons or organizations prescribed in the Foreign Exchange Act, or (ii) a majority of the general partners are individuals who are non-residents of Japan, judicial persons or other organizations that are organized under the laws of foreign countries or whose principal offices are located outside Japan and/or any other persons or organizations prescribed in Foreign Exchange Act; and

- judicial persons or other organizations, a majority of officers (or a majority of officers having the power of representation) of which are individuals who are non-residents of Japan.

An “inward direct investment” is a certain action defined in the Foreign Exchange Act and includes the following actions conducted by a foreign investor:

- acquisition of shares or voting rights of a corporation listed on a Japanese stock exchange (the “listed corporation”), including authority to exercise, either directly or through instructions, such voting rights owned by others, that result in such foreign investor, together with parties that have a special relationship with that foreign investor, holding or having authority to exercise 1% or more of the total issued shares or voting rights;
- acceptance of authority to exercise proxy voting rights on behalf of another shareholder of a listed corporation in respect of certain matters controlling or having material influence on its management (as prescribed in the Foreign Exchange Act), including election or removal of directors or transfer of its business, that result in such foreign investor, together with parties that have a special relationship with that foreign investor, holding or having authority to exercise 10% or more of the total voting rights;
- obtaining consent from another foreign investor holding the voting rights of a listed corporation to exercise, either directly or through instructions, voting rights jointly, that result in such foreign investor obtaining such consent and such other foreign investor making such consent, together with parties that have a special relationship with those foreign investors, respectively, holding or having authority to exercise 10% or more of the total voting rights;
- making consents at the general meeting of shareholders of a listed corporation to certain proposals having material influence on its management (as prescribed in the Foreign Exchange Act), including (a) election of the foreign investor making such consent or its related persons (as defined in the Foreign Exchange Act) as its directors or corporate auditors, or (b) transfer or discontinuation of its business, if such foreign investor, together with parties that have a special relationship with that foreign investor, holds or has authority to exercise 1% or more of the total voting rights.

Dividends and Proceeds of Sales

Under the Foreign Exchange Act, dividends paid on, and the proceeds of sales in Japan of, shares held by non-residents of Japan may in general be converted into any foreign currency and repatriated abroad. The acquisition of our shares by non-residents of Japan by way of a stock split is not subject to any notification or reporting requirements.

Acquisition of Shares

In general, a non-resident of Japan who acquires shares from a resident of Japan is not subject to any prior filing requirement, although the Foreign Exchange Act empowers the Minister of Finance of Japan to require prior approval for any such acquisition in certain limited circumstances. While such prior approval is not required in general, in the case where a resident of Japan transfers shares of a Japanese company for consideration exceeding 100 million yen to a non-resident of Japan, the resident of Japan that transfers the shares is required to report the transfer to the Minister of Finance of Japan within 20 days from the date of the transfer or the date of the payment for such transfer, whichever is later, unless the transfer is made through a bank or financial instruments business operator licensed or registered under Japanese law.

Inward Direct Investment

Prior Notification Requirements

If a foreign investor intends to consummate an action in respect of a listed corporation that constitutes an inward direct investment as described above, in certain circumstances, such as where the foreign investor is in a country that is not listed on an exemption schedule in the Foreign Exchange Act, or where that listed corporation

is engaged in certain businesses designated by the Foreign Exchange Act (the “Designated Businesses”), prior notification of the relevant inward direct investment must be filed with the Minister of Finance and any other competent Ministers.

However, a foreign investor seeking to acquire shares or voting rights, including authority to exercise, either directly or through instructions, voting rights owned by others, of a listed corporation that constitutes an inward direct investment may be eligible for the exemptions, if certain conditions as described below are met. In the case of an acquisition of shares or voting rights, including authority to exercise, either directly or through instructions, voting rights owned by others, of a listed corporation engaged in certain Designated Businesses designated by the Foreign Exchange Act as core sector businesses (the “Core Sector Designated Businesses”), the foreign investor may be exempted from the prior notification requirement, if, as a result of such acquisition, the foreign investor, together with parties that have a special relationship with that foreign investor, holds or has authority to exercise less than 10% of the total issued shares or voting rights of such corporation, and such foreign investor complies with the following conditions (the “Exemption Conditions”):

- the foreign investor or its closely-related persons (as defined in the Foreign Exchange Act) will not become directors or corporate auditors of such corporation;
- the foreign investor will not make certain proposals (as prescribed in the Foreign Exchange Act) at the general meeting of shareholders, including transfer or discontinuation of the Designated Businesses of such corporation;
- the foreign investor will not access non-public technical information in relation to the Designated Businesses of such corporation, or take certain other actions that may lead to the leak of such non-public technical information (as prescribed in the Foreign Exchange Act);
- the foreign investor will not attend, or not cause any persons designated by it to attend, meetings of such corporation’s board of directors, or meetings of committees having authority to make important decisions, in respect of the Core Sector Designated Businesses of such corporation; and
- the foreign investor will not make, or not cause any persons designated by it to make, proposals to such board or committees or their members in writing or electronic form requesting any response or actions by certain deadlines in respect of the Core Sector Designated Businesses of such corporation.

Notwithstanding the above, if a foreign investor falls under a category of disqualified investors designated by the Foreign Exchange Act (including (a) investors who have records of certain sanctions due to violations of the Foreign Exchange Act and (b) certain investors who are state-owned enterprises or other related entities excluding those who are accredited by the Minister of Finance), in no event may such foreign investor be eligible for the exemptions described above. On the other hand, if a foreign investor, excluding the disqualified investors described in the foregoing sentence, falls under a category of certain foreign financial institutions (as prescribed in the Foreign Exchange Act) and complies with the first three conditions included in the Exemption Conditions, such foreign investor may be eligible for the exemptions, even if, as a result of acquisition of shares or voting rights, including authority to exercise, either directly or through instructions, voting rights owned by others, such foreign investor, together with parties that have a special relationship with that foreign investor, holds or has authority to exercise 10% or more of the total issued shares or voting rights of a listed corporation engaged in the Core Sector Designated Businesses.

A subsidiary of ours currently engages in the business of software related to cybersecurity and such business falls into the category of the Core Sector Designated Businesses. For reference purposes only, the Minister of Finance publishes, and may update from time to time, a list that classifies listed corporations into the following categories: (i) corporations engaged only in businesses other than the Designated Businesses; (ii) corporations engaged in the Designated Businesses other than the Core Sector Designated Businesses; and (iii) corporations engaged in the Core Sector Designated Businesses. According to the list most recently published by the Minister of Finance as of June 26, 2024, we are classified within category (iii) above.

In addition, if a foreign investor intends to (i) accept authority to exercise proxy voting rights on behalf of another shareholder of a listed corporation engaged in the Designated Businesses, (ii) obtain consent from another foreign investor holding the voting rights of such corporation to exercise voting rights jointly, or (iii) consent to a proposal at the general meeting of shareholders of such corporation, in each case, that constitutes an inward direct investment as described above, prior notification of the relevant inward direct investment must be filed with the Minister of Finance and any other competent Ministers. In such cases, the exemptions from the prior notification requirements described above may not be available, except for cases where a foreign investor obtains consent from another foreign investor holding the voting rights of such corporation to exercise voting rights jointly in respect of matters other than certain matters controlling or having a material influence on the management of such corporation (as prescribed in the Foreign Exchange Act), including election or removal of directors or transfer of business.

If such prior notification is filed, the proposed inward direct investment may not be consummated until after 30 days have passed from the date of filing, although this screening period may be shortened to two weeks unless the Minister of Finance and any other competent Ministers deem it necessary to review the proposed inward direct investment. The Ministers may extend the screening period up to five months if they deem it necessary to review the proposed inward direct investment and may recommend any modification or prohibition of the proposed inward direct investment and, if the foreign investor does not accept such recommendation, the Ministers may order the modification or prohibition of such inward direct investment. In addition, if a foreign investor (i) consummates such inward direct investment without filing the prior notification described above, (ii) consummates such inward direct investment before the expiration of the screening period described above, (iii) makes false statements in the prior notification described above or (iv) does not follow the recommendation or order issued by the Ministers to modify or prohibit such inward direct investment, the Ministers may order such foreign investor to dispose of all or part of the shares acquired or take other necessary measures.

If a foreign investor who consummated an inward direct investment without filing the prior notification due to the exemptions from such prior notification requirements as described above does not comply with any Exemption Conditions, the Ministers may recommend to take necessary measures and, if the foreign investor does not accept such recommendation, the Ministers may order to take such measures. If such foreign investor does not follow the order issued by the Ministers to take such measures, the Ministers may order such foreign investor to dispose of all or part of the shares acquired or take other necessary measures.

Post Facto Reporting Requirements

A foreign investor who consummates an inward direct investment as described above through an acquisition of shares or voting rights, including authority to exercise, either directly or through instructions, voting rights owned by others, of a listed corporation engaged in the Designated Businesses, including us (as of the date of this annual report), but is not subject to the prior notification requirements described above due to the exemptions from such prior notification requirements, in general, must file a report of the relevant inward direct investment with the Minister of Finance and any other competent Ministers within 45 days of the date when, as a result of such acquisition, the foreign investor (excluding, in the cases of (i) and (ii) below, a foreign investor who falls under a category of certain foreign financial institutions (as prescribed in the Foreign Exchange Act)), together with parties that have a special relationship with that foreign investor, holds or has authority to exercise (i) 1% or more but less than 3% of the total issued shares or voting rights, for the first time, (ii) 3% or more but less than 10% of the total issued shares or voting rights, for the first time, or (iii) 10% or more of the total issued shares or voting rights.

Acquisition of ADSs and Deposit and Withdrawal under American Depositary Facility

In respect of the acquisition of ADSs upon the deposit of shares with Mizuho Bank, in its capacity as custodian and agent for the depositary, in Tokyo, or otherwise, or the withdrawal of the underlying shares upon the surrender of the ADR, in each case by a foreign investor, where such acquisition of ADSs or withdrawal of

the underlying shares constitutes an inward direct investment, in general, a prior notification will be required unless the exemption is available, as noted above, and if such prior notification is not required due to the exemption, a report will be required, as noted above.

10.E. Taxation

Japanese Taxation

The following is a general summary of major Japanese tax consequences (limited to national tax) to holders of shares of our common stock or ADSs representing shares of our common stock who are non-residents of Japan or non-Japanese corporations without a permanent establishment in Japan, which we refer to as “non-resident holders” in this section. The statements regarding Japanese tax laws set forth below are based on the laws and treaties in force and as interpreted by the Japanese tax authorities as at the date of this annual report and are subject to changes in the applicable Japanese laws or tax treaties, conventions or agreements, or interpretations thereof, occurring after that date. This summary is not exhaustive of all possible tax considerations that may apply to a particular investor, and potential investors are advised to satisfy themselves as to the overall tax consequences of the acquisition, ownership and disposition of shares of our common stock or ADSs, including specifically the tax consequences under Japanese law, the laws of the jurisdiction of which they are resident, and any tax treaty, convention or agreement between Japan and their country of residence, by consulting their own tax advisers.

For the purpose of Japanese tax law and the current income tax treaty between the United States and Japan (the “Treaty”), a U.S. holder of ADSs will generally be treated as the owner of the shares underlying the ADSs evidenced by the ADRs.

Generally, a non-resident holder of shares of our common stock or ADSs is subject to Japanese income tax collected by way of withholding on dividends paid by us, and such tax will be withheld prior to payment of dividends. Stock splits are, in general, not a taxable event.

In the absence of any applicable tax treaty, convention or agreement reducing the maximum rate of Japanese withholding tax or allowing exemption from Japanese withholding tax, the rate of Japanese withholding tax applicable to dividends paid by Japanese corporations on their shares of stock to non-resident holders is generally 20.42% under Japanese tax law. However, with respect to dividends paid on listed shares issued by a Japanese corporation (such as shares of our common stock or ADSs) to non-resident holders, other than any non-resident holder who is an individual holding 3% or more of the total number of shares issued by the relevant Japanese corporation, the aforementioned 20.42% withholding tax rate is reduced to 15.315% for dividends due and payable on or before December 31, 2037. Due to the imposition of a special additional withholding tax (2.1% of the original withholding tax amount) to secure funds for reconstruction from the Great East Japan Earthquake, the original withholding tax rate of 15% and 20%, as applicable, has been effectively increased, respectively, to 15.315% and 20.42%, during the period beginning on January 1, 2013 and ending on December 31, 2037.

Under the Treaty, the maximum rate of Japanese withholding tax which may be imposed on dividends paid to a qualified United States resident eligible to enjoy treaty benefits that is either a corporation owning, directly or indirectly, less than 10% of the voting stock of a Japanese corporation or an individual is generally reduced to 10% of the gross amount actually distributed, except where such United States resident conducts business in Japan through a permanent establishment situated therein and the holding in respect of which the dividends are paid is effectively connected with such permanent establishment. Dividends paid to pension funds which are qualified United States residents eligible to enjoy treaty benefits are exempt from Japanese income taxation by way of withholding or otherwise unless such dividends are derived from the carrying on of a business, directly or indirectly, by such pension funds. Under Japanese tax law, any reduced maximum rate applicable under a tax treaty shall be available when such maximum rate is below the rate otherwise applicable under the Japanese tax law referred to in the preceding paragraph with respect to the dividends to be paid by us on shares of our common stock or ADSs. A non-resident holder of shares of our common stock who is entitled, under any

applicable tax treaty, to a reduced rate of Japanese withholding tax, or exemption therefrom, as the case may be, is required to submit an Application Form for Income Tax Convention Regarding Relief from Japanese Income Tax and Special Income Tax for Reconstruction on Dividends (together with any other required forms and documents) in advance, through the withholding agent, to the relevant tax authority before payment of dividends. A standing proxy for a non-resident holder may provide such application service. In addition, a certain simplified special filing procedure is available for non-resident holders to claim treaty benefits of exemption from or reduction of Japanese withholding tax, by submitting a Special Application Form for Income Tax Convention Regarding Relief from Japanese Income Tax and Special Income Tax for Reconstruction on Dividends of Listed Stocks (together with any other required forms and documents). With respect to ADSs, this reduced rate or exemption will be applicable to non-resident holders of ADSs if the depositary or its Agent submits two Application Forms (one before payment of dividends and the other within eight months after the record date concerning such payment of dividends), together with certain other documents. To claim this reduced rate or exemption, non-resident holders of ADSs will be required to file a proof of taxpayer status, residence and beneficial ownership, as applicable, and to provide other information or documents as may be required by the depositary. Non-resident holders who are entitled, under any applicable tax treaty, to a reduced rate of Japanese withholding tax below the rate otherwise applicable under Japanese tax law, or exemption therefrom, as the case may be, but fail to submit the required application in advance may nevertheless be entitled to claim a refund from the relevant Japanese tax authority of withholding taxes withheld in excess of the rate under an applicable tax treaty (if such non-resident holders are entitled to a reduced treaty rate under the applicable tax treaty) or the full amount of tax withheld (if such non-resident holders are entitled to an exemption under the applicable tax treaty), as the case may be, by complying with a certain subsequent filing procedure.

We do not assume any responsibility to ensure withholding at the reduced rate, or exemption therefrom, for non-resident holders who would be so eligible under an applicable tax treaty but where the required procedures as stated above are not followed.

Gains derived from the sale or other disposition of shares of our common stock or ADSs outside Japan by a non-resident holder, who is a portfolio investor, are not, in general, subject to Japanese income tax or corporation tax.

Any deposits or withdrawals of shares of our common stock by a non-resident holder in exchange for ADSs are, in general, not subject to Japanese income or corporation tax.

Japanese inheritance and gift taxes, at progressive rates, may be payable by an individual who has acquired shares of our common stock or ADSs from an individual, as a legatee, heir or donee, even if none of the acquiring individual, the decedent or the donor is a Japanese resident.

U.S. Taxation

The following sets forth the material United States federal income tax consequences of the ownership of shares of common stock (for purposes of this discussion, “shares”) and ADSs of our company. The discussion set forth below is applicable to U.S. holders (as defined below) (i) who are residents of the United States for purposes of the Treaty, (ii) whose shares or ADSs are, for purposes of the Treaty, neither effectively connected with nor attributable to a permanent establishment in Japan and (iii) who otherwise qualify for the full benefits of the Treaty.

The following summary is not a complete analysis or description of all potential U.S. federal income tax consequences to a particular U.S. holder. It does not address all U.S. federal income tax considerations that may be relevant to all categories of potential purchasers, certain of which (such as banks or other financial institutions, insurance companies, dealers in securities or currencies, tax-exempt entities, non-U.S. persons, persons holding a share or an ADS as part of a “straddle,” “hedge,” conversion or integrated transaction, partnerships or other pass-through entities for U.S. federal income tax purposes, traders in securities who have elected the mark-to-market method of accounting for their securities, regulated investment companies, real estate

investment trusts, holders whose “functional currency” is not the U.S. dollar, holders liable for alternative minimum tax, persons required to accelerate the recognition of any item of gross income with respect to shares or ADSs as a result of such income being recognized on an applicable financial statement and holders of 10% or more of our stock by vote or value) are subject to special tax treatment. This summary does not address the Medicare tax on net investment income, U.S. federal estate and gift taxes or any foreign, state, local or other tax consequences of investments in our shares or ADSs.

This summary addresses only shares or ADSs held as capital assets.

As used herein, a “U.S. holder” is a beneficial owner of shares or ADSs, as the case may be, that is, for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States or any political subdivision thereof;
- an estate the income of which is subject to U.S. federal income tax regardless of its source; or
- a trust if it (1) is subject to the primary supervision of a court within the United States and the control of one or more U.S. persons as described in Section 7701(a)(30) of the Code (as defined below) or (2) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

If a partnership (or other entity or arrangement treated as a partnership for U.S. federal income tax purposes) holds shares or ADSs, the tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. If you are a partner of a partnership holding shares or ADSs, you should consult your tax advisor.

The discussion below is based upon the provisions of the Internal Revenue Code of 1986, as amended (the “Code”), and regulations, rulings and judicial decisions thereunder as of the date hereof, as well as the Treaty, and such authorities may be replaced, revoked or modified so as to result in U.S. federal income tax consequences different from those discussed below. In addition, this summary assumes that the deposit agreement and all other related agreements will be performed in accordance with their terms.

We urge U.S. holders to consult their own tax advisors concerning the U.S. federal, state and local and other tax consequences to them of the purchase, ownership and disposition of shares or ADSs.

ADSs

If a U.S. holder holds ADSs, for U.S. federal income tax purposes, such holder will generally be treated as the owner of the underlying shares that are represented by such ADSs. Accordingly, deposits or withdrawals of shares in exchange for ADSs are not subject to U.S. federal income tax.

Taxation of Dividends

Subject to the discussion under “—U.S. Taxation—Passive Foreign Investment Company Rules” below, the gross amount of any distribution (other than certain pro rata distributions of our shares) received with respect to our shares or ADSs (including amounts withheld to reflect Japanese withholding taxes) will be taxable as dividends, to the extent paid out of our current or accumulated earnings and profits (as determined for U.S. federal income tax purposes). The amount of a distribution of property other than cash will be the fair market value of such property on the date of the distribution. Such cash or non-cash income, including withheld taxes, will be includable in a U.S. holder’s gross income as ordinary income on the day actually or constructively received by such U.S. holder in the case of shares, or by the depository in the case of ADSs. Such dividends received by a U.S. holder will not be eligible for the “dividends-received deduction” allowed to U.S. corporations

in respect of dividends received from other U.S. corporations. To the extent that an amount received by a U.S. holder exceeds such holder's allocable share of our current and accumulated earnings and profits, such excess will be applied first to reduce such holder's tax basis in its shares or ADSs, thereby increasing the amount of gain or decreasing the amount of loss recognized on a subsequent disposition of the shares or ADSs. Then, to the extent such distribution exceeds such U.S. holder's tax basis, such excess will be treated as capital gain. However, we do not expect to keep earnings and profits in accordance with U.S. federal income tax principles. Therefore, U.S. holders should expect that a distribution will generally be reported as a dividend.

The amount of any dividend paid in yen will be the U.S. dollar value of the yen payments received. This value will be determined at the spot yen/U.S. dollar rate on the date the dividend is received by the depository in the case of U.S. holders of ADSs, or by the shareholder in the case of U.S. holders of shares, regardless of whether the dividend payment is in fact converted into U.S. dollars at that time. If the yen received as a dividend are not converted into U.S. dollars on the date of receipt, a U.S. holder will have basis in such yen equal to their U.S. dollar value on the date of receipt, and any foreign currency gains or losses resulting from the conversion of the yen will generally be treated as U.S. source ordinary income or loss.

Under the Treaty, the maximum rate of withholding tax on dividends paid is generally reduced to 10%. As discussed under "—Japanese Taxation" above, if the Japanese statutory rate applicable to a U.S. holder is higher than the maximum Treaty rate, such holder will be required to properly demonstrate to the Japanese tax authorities such holder's entitlement to the reduced withholding rate under the Treaty. Subject to certain limitations and the Foreign Tax Credit Regulations (as defined below), the Japanese tax withheld (at a rate not exceeding the applicable Treaty rate) may be creditable against the U.S. holder's U.S. federal income tax liability. For foreign tax credit limitation purposes, the dividend will be income from sources outside the United States. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends we pay will generally constitute "passive category income." However, Treasury regulations addressing foreign tax credits (the "Foreign Tax Credit Regulations") impose additional requirements for foreign taxes to be eligible for a foreign tax credit, and there can be no assurance that those requirements will be satisfied if a U.S. holder does not elect to apply the benefits of the Treaty. The Department of the Treasury and the Internal Revenue Service (the "IRS") are considering proposing amendments to the Foreign Tax Credit Regulations. In addition, recent notices from the IRS provide temporary relief by allowing taxpayers that comply with applicable requirements to apply many aspects of the foreign tax credit regulations as they previously existed (before the release of the current Foreign Tax Credit Regulations) for taxable years ending before the date that a notice or other guidance withdrawing or modifying the temporary relief is issued (or any later date specified in such notice or other guidance). Further, in certain circumstances, if a U.S. holder:

- has held shares or ADSs for less than a specified minimum period during which such U.S. holder is not protected from the risk of loss; or
- is obligated to make payments related to the dividends,

such U.S. holder will not be allowed a foreign tax credit for foreign taxes imposed on dividends paid on shares or ADSs. Instead of claiming a foreign tax credit, a U.S. holder may be able to deduct Japanese withholding taxes on dividends in computing such holder's taxable income, subject to generally applicable limitations under U.S. law (including that a U.S. holder is not eligible for a deduction for creditable foreign income taxes paid or accrued in a taxable year if such U.S. holder claims a foreign tax credit for any foreign income taxes paid or accrued in the same taxable year). The rules governing U.S. foreign tax credits and deductions for foreign taxes are very complex and U.S. holders should consult their tax advisors regarding the availability of foreign tax credits or deductions under their particular circumstances.

Subject to applicable limitations (including a minimum holding period requirement), dividends received by non-corporate U.S. investors from a qualified foreign corporation may be treated as "qualified dividend income" that is subject to reduced rates of taxation. A qualified foreign corporation generally includes a corporation that is eligible for the benefits of a comprehensive income tax treaty with the United States which the U.S. Treasury Department determines to be satisfactory for these purposes and which includes an exchange of information

provision. The U.S. Treasury Department has determined that the Treaty meets these requirements. In addition, it is expected that we will be eligible for the benefits of the Treaty. A foreign corporation is also generally treated as a qualified foreign corporation with respect to dividends paid by that corporation on shares (or ADSs backed by such shares) that are readily tradable on an established securities market in the United States. U.S. Treasury Department guidance indicates that our ADSs (which are listed on the New York Stock Exchange), but not our shares, are readily tradable on an established securities market in the United States. There can be no assurance that our ADSs will be considered readily tradable on an established securities market in the United States in later years. Non-corporate U.S. holders will not be eligible for reduced rates of taxation on any dividends received from us if we are a passive foreign investment company (as discussed under “—U.S. Taxation—Passive Foreign Investment Company Rules” below) in the taxable year in which such dividends are paid or in the preceding taxable year. U.S. holders should consult their own tax advisors regarding the application of the foregoing rules to their particular circumstances.

Taxation of Capital Gains

Upon a sale or other taxable disposition of shares or ADSs, a U.S. holder will recognize gain or loss in an amount equal to the difference between the U.S. dollar value of the amount realized and the U.S. holder’s tax basis, determined in U.S. dollars, in such shares or ADSs. Subject to the discussion under “—U.S. Taxation—Passive Foreign Investment Company Rules” below, such gain or loss will be capital gain or loss and will be long-term capital gain or loss if the U.S. holder’s holding period for such shares or ADSs exceeds one year. A U.S. holder’s tax basis in its shares or ADSs will generally be the cost to the holder of such shares or ADSs. Any such gain or loss realized by a U.S. holder upon disposal of the shares or ADSs will generally be income or loss from sources within the United States for foreign tax credit limitation purposes. The deductibility of capital losses is subject to limitations.

Passive Foreign Investment Company Rules

Based on the past and projected composition of our income and assets and the valuation of our assets, we do not believe that we were a passive foreign investment company (“PFIC”) for our most recent taxable year and do not expect to become one in the current taxable year or the foreseeable future, although there can be no assurance in this regard. However, PFIC status is a factual determination that is made annually. Accordingly, it is possible that we may become a PFIC in the current or any future taxable year due to changes in the composition of our income or assets or the valuation of our assets.

In general, a foreign corporation is considered a PFIC for any taxable year if either:

- at least 75% of its gross income is passive income; or
- at least 50% of the value of its assets is attributable to assets that produce or are held for the production of passive income.

For this purpose, passive income generally includes dividends, interest, royalties and rents (other than certain income derived in the active conduct of a banking business as discussed below, and royalties and rents derived in the active conduct of a trade or business and not derived from a related person). In addition, cash and other assets readily convertible into cash are generally considered passive assets. The 50% of value test is generally based on the average of the value of our assets for each quarter during the taxable year. If we own at least 25% by value of another company’s stock, we will be treated, for purposes of the PFIC rules, as owning the proportionate share of the assets and receiving our proportionate share of the income of that company.

Our PFIC determination is based in part upon certain proposed U.S. Treasury regulations (the “Proposed Regulations”) that are not yet in effect (although the U.S. Treasury Department has released guidance indicating that taxpayers may currently rely on them) and are subject to change in the future. The Proposed Regulations and other administrative pronouncements from the IRS provide special rules for determining the character of income

derived in the active conduct of a banking business for purposes of the PFIC rules. Although we believe we have adopted a reasonable interpretation of the Proposed Regulations and administrative pronouncements, there can be no assurance that the IRS will follow the same interpretation.

If we are a PFIC for any taxable year during which a U.S. holder holds shares or ADSs (and the U.S. holder does not make a timely mark-to-market election, as described below), the U.S. holder will be subject to special tax rules with respect to any “excess distribution” that the U.S. holder receives and any gain the U.S. holder realizes from the sale or other disposition (including a pledge) of the shares or ADSs.

These special tax rules generally will apply even if we cease to be a PFIC in future years. Distributions U.S. holders receive in a taxable year that are greater than 125% of the average annual distributions they received during the shorter of the three preceding taxable years or their holding period for the shares or ADSs will be treated as excess distributions. Under these special tax rules:

- the excess distribution or gain will be allocated ratably over the U.S. holder’s holding period for the shares or ADSs;
- the amount allocated to the current taxable year, and any taxable year prior to the first taxable year in which we were a PFIC, will be treated as ordinary income; and
- the amount allocated to each other year will be subject to tax at the highest tax rate in effect for that year for individuals or corporations, as applicable, and the interest charge generally applicable to underpayments of tax will be imposed on the resulting tax attributable to each such year.

Alternatively, a U.S. holder could make a mark-to-market election and avoid the special tax rules described above, provided that our shares or ADSs (as applicable) are regularly traded on a qualified exchange. Under current law, the mark-to-market election may be available to U.S. holders of ADSs because the ADSs are listed on the New York Stock Exchange, which constitutes a qualified exchange, although there can be no assurance that the ADSs will be “regularly traded” for purposes of the mark-to-market election. Under current law, the mark-to-market election may be available to U.S. holders of shares because the shares are listed on the Tokyo Stock Exchange, which constitutes a qualified exchange, although there can be no assurance that the shares will be “regularly traded” for purposes of the mark-to-market election. U.S. holders should consult their own tax advisors regarding the potential availability and consequences of a mark-to-market election. In addition, a U.S. investor that owns shares or ADSs in a PFIC can sometimes avoid the rules described above by electing to treat the company as a “qualified electing fund” under Section 1295 of the Code. This option is not available to U.S. holders of our shares or ADSs because we do not intend to comply with the requirements necessary to permit U.S. holders to make this election.

If a U.S. holder holds shares or ADSs in any year in which we are classified as a PFIC, such holder will generally be required to file IRS Form 8621. Additionally, non-corporate U.S. holders will not be eligible for reduced rates of taxation on any dividends received from us if we are a PFIC in the taxable year in which such dividends are paid or in the preceding taxable year.

U.S. holders should consult their own tax advisors concerning the determination of our PFIC status and the U.S. federal income tax consequences of holding shares or ADSs if we are considered a PFIC in any taxable year.

Information Reporting and Backup Withholding

In general, information reporting requirements will apply to dividends in respect of the shares or ADSs or the proceeds from the sale, exchange or other disposition of the shares or ADSs paid within the United States (and, in some cases, outside of the United States) to a U.S. holder, unless such holder is an exempt recipient. In addition, backup withholding tax may apply to those amounts if a U.S. holder fails to provide an accurate taxpayer identification number or fails either to report interest and dividends required to be shown on such

holder's U.S. federal income tax returns or to make certain certifications. The amount of any backup withholding from a payment to a U.S. holder will be allowed as a refund or credit against such holder's U.S. federal income tax liability, provided such holder furnishes the required information to the IRS.

Certain U.S. holders are required to report information with respect to their investment in shares or ADSs, subject to certain exceptions (including an exception for shares or ADSs held in accounts maintained by certain financial institutions), by attaching a complete IRS Form 8938, Statement of Specified Foreign Financial Assets, with their tax return for each year in which they hold the shares or ADSs. Investors who fail to report the required information could become subject to substantial penalties. Potential investors are urged to consult with their own tax advisors regarding the possible implications of these rules on their investment in our shares or ADSs.

10.F. Dividends and Paying Agents

Not applicable.

10.G. Statement by Experts

Not applicable.

10.H. Documents on Display

We file annual reports on Form 20-F with, and furnish periodic reports on Form 6-K to, the U.S. Securities and Exchange Commission via the Electronic Data Gathering, Analysis, and Retrieval system. These reports, including this annual report on Form 20-F and the exhibits thereto, and other information can be inspected on the Commission's website (<https://www.sec.gov>).

10.I. Subsidiary Information

Not applicable.

10.J. Annual Report to Security Holders

We furnished an English translation of our annual report for the fiscal year ended March 31, 2024, to security holders, to the U.S. Securities and Exchange Commission on Form 6-K on May 28, 2024, in accordance with the requirements of Form 6-K.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT CREDIT, MARKET AND OTHER RISK

Amid the growing diversity and complexity of banking operations, financial institutions are exposed to various risks, including credit, market, operations, information technology, legal, settlement and other risks. We recognize risk management, including the need to tailor our operations in accordance with such risks, as a key component of our overall management strategy. In order to implement our business strategy while maintaining our financial stability, we maintain comprehensive risk management and control measures. Mizuho Financial Group maintains basic policies for risk management established by our Board of Directors that are applicable to the entire Mizuho group. These policies clearly define the kinds of risks to be managed, set forth the organizational structure and provide for the human resources training necessary for appropriate levels of risk management. The policies also provide for audits to measure the effectiveness and suitability of the risk management structure. In line with these basic policies, we maintain various measures to strengthen and enhance the sophistication of our risk management system.

All yen figures and percentages in this item are truncated. Accordingly, the total of each column of figures may not be equal to the total of the individual items.

Overview of Risk Management

Risk Management Structure

Each of our subsidiaries adopts appropriate risk management measures for its business based on the size and nature of its risk exposures, while Mizuho Financial Group controls risk management for the Mizuho group as a whole. At Mizuho Financial Group, the Risk Management Committee, which is one of the Business Policy Committees of Mizuho Financial Group and chaired by the Group Chief Risk Officer (Group CRO), provides integrated monitoring and management of the overall risk for the Mizuho group. The Group Chief Risk Officer (Group CRO) reports the risk management situation to our Board of Directors, the Risk Committee and the Executive Management Committee, etc., on a regular basis and as needed. Mizuho Financial Group regularly receives reports and applications concerning the risk management situation from our principal banking subsidiaries and other core group companies and gives them appropriate instructions concerning risk management. Our principal banking subsidiaries and other core group companies each maintain their own systems for managing various types of risk, receiving reports on the status of risk at their respective subsidiaries, and gives them appropriate instructions concerning risk management as necessary.

Basic Approach

We classify the risks arising from the group's businesses into different types of risk such as credit risk, market risk, liquidity risk operational risk, reputational risk and model risk according to their risk factors, and manage each type of risk depending on its characteristics. Furthermore, each group entity manages such risks according to the characteristics of its business operations (i.e., management of risks associated with settlement and trust businesses, etc.). In addition to managing each type of risk individually, we have established a comprehensive risk management structure to identify and evaluate overall risk and to keep risk within limits that are managerially acceptable. In line with the basic policies relating to overall risk management laid down by Mizuho Financial Group, companies within the Mizuho group identify risk broadly and take a proactive and sophisticated approach to risk management.

Risk Capital Allocation

We endeavor to obtain a clear grasp of the group's risk exposure and have implemented measures to control such risks within the group's financial base in accordance with the risk capital allocation framework. More specifically, we allocate risk capital to our principal banking subsidiaries, including their respective subsidiaries, and other core group companies to control risk within the limits set for each company. We also control risk

within managerially acceptable limits by working to ensure that the overall risk we hold on a consolidated basis does not exceed our financial strength. To ensure the ongoing financial soundness of Mizuho Financial Group, our principal banking subsidiaries and other core group companies, we regularly monitor as necessary the manner in which risk capital is being used in order to obtain a proper grasp of the risk profile within this framework. Reports are also submitted to the Board of Directors and other committees of each company. Risk capital is allocated to Mizuho Bank, Mizuho Trust & Banking, Mizuho Securities and Mizuho Americas by risk category, and is further allocated within their respective business units based on established frameworks.

Stress Testing

For the purpose of verifying the appropriateness of the Mizuho group's risk appetite and the adequacy of its business plans, we carry out stress testing on our entire portfolio by measuring and assessing the impacts on our capital ratio and financial performance of the stress events assumed in the scenarios set by the group. Stress testing is carried out to confirm that the required capital ratio and financial performance can be secured on the occurrence of any of the assumed stress events. When our capital ratio or financial performance falls below the required level, we will consider and carry out a revision of our risk appetite and business plans. We also calculate the impacts of assumed stress events on risk volumes, including interest rate risk related to our banking book that is not covered by regulatory capital, to confirm whether the risk volumes balance with the group's capital when a risk event occurs. The calculated risk volumes are used for assessing the group's internal capital adequacy. Risk scenarios are set considering the current and projected economic conditions, as well as vulnerabilities in the group's business and financial structure. Moreover, we have established a robust risk management framework under which stress testing is respectively carried out for each risk category, including market risk. Through such stress testing, we deepen our understanding of the distinctive features of our businesses and portfolios, and proactively determine action to be taken if a stress event happens. In this way, we are committed to enhancing our risk management capabilities on a continued basis.

Credit Risk Management

Basic Approach

We define credit risk as the Mizuho group's exposure to the risk of losses that may be incurred due to a decline in, or total loss of, the value of assets (including off-balance-sheet instruments), as a result of deterioration in obligors' financial position. Mizuho Financial Group manages credit risk for the group as a whole. Specifically, Mizuho Financial Group establishes the group's fundamental credit risk policy to manage major group companies, and monitors and manages the credit risks of the group as a whole.

Credit Risk Management Structure

Our Board of Directors determines the Mizuho group's basic matters pertaining to credit risk management. In addition, the Risk Management Committee broadly discusses and coordinates matters relating to basic policies and operations in connection with credit risk management and matters relating to credit risk monitoring for the Mizuho group. Under the control of the Group Chief Risk Officer (Group CRO), the Credit Risk Management Department and the Risk Management Department jointly monitor, analyze and submit suggestions concerning credit risk and formulate and execute plans in connection with basic matters pertaining to credit risk management.

Our principal banking subsidiaries and other core group companies manage their credit risk according to the scale and nature of their exposures in line with basic policies set forth by Mizuho Financial Group. The Board of Directors of each company determines key matters pertaining to credit risk management.

The Balance Sheet & Risk Management Committee and the Credit Committee, each of which is a Business Policy Committee of our principal banking subsidiaries, are responsible for discussing and coordinating overall

management of their individual credit portfolios and transaction policies towards obligors. The respective Chief Risk Officers (CRO) of our principal banking subsidiaries are responsible for matters relating to planning and implementing credit risk management. The credit risk management departments of our principal banking subsidiaries are in charge of planning and administering credit risk management and conducting credit risk measuring and monitoring. Such departments regularly present reports regarding their risk management situation to Mizuho Financial Group. The credit departments of our principal banking subsidiaries determine policies and approve/disapprove individual transactions in terms of credit review, credit management and collection from obligors in accordance with the lines of authority set forth respectively by our principal banking subsidiaries. In addition, our principal banking subsidiaries have established internal audit groups that are independent of the business departments in order to ensure appropriate credit risk management.

Credit Risk Management Method

We have adopted two different but mutually complementary approaches to credit risk management. The first approach is “individual credit management,” in which we manage the process for each individual transaction and individual obligor from execution until collection, based on our assessment of the credit quality of the obligor. Through this process, we curb losses in the case of a credit event. The second is “credit portfolio management,” in which we utilize statistical methods to assess the potential for losses related to credit risk. Through this process, we identify credit risks and respond appropriately.

Individual Credit Management

Credit Codes

The basic code of conduct for all of our officers and employees engaged in the credit business is set forth in our credit code. Seeking to fulfill the bank’s mission and social responsibilities, our basic policy for credit business is determined in light of fundamental principles focusing on public welfare, safety, growth and profitability.

Internal Rating System

One of the most important elements of the risk management infrastructure of our principal banking subsidiaries is the use of an internal rating system that consists of credit ratings and pool allocations. Credit ratings consist of obligor ratings which represent the level of credit risk of the obligor, and transaction ratings which represent the possibility of ultimately incurring losses related to each individual claim by taking into consideration the nature of any collateral or guarantee and the seniority of the claim. In principle, obligor ratings apply to all obligors and are subject to regular reviews at least once a year to reflect promptly the fiscal period end financial results of the obligors, as well as special reviews as required whenever an obligor’s credit standing changes. This enables our principal banking subsidiaries to monitor both individual obligors and the status of the overall portfolio in a timely fashion. Because we consider obligor ratings to be an initial phase of the self-assessment process regarding the quality of our loans and off-balance-sheet instruments, such obligor ratings are closely linked to the obligor classifications and are an integral part of the process for determining the provision for credit losses on loans and charge-offs in our self-assessment of loans and off-balance-sheet instruments.

To assign obligor ratings, we have a quantitative evaluation system (rating model) in place to enable proper assessment of an obligor’s credit standing. The system gives a quantitative rating to an obligor based on obligor-specific characteristics such as type of business (corporation or individual) and geography (in Japan or outside Japan). We categorize our rating models for companies in Japan into those for large companies and those for small and medium-sized companies. The former consist of 13 models according to industry-specific factors, while the latter consist of three models. For companies outside Japan, we utilize nine models.

These were developed by the Credit Risk Management Department based on a statistical methodology and approved by the Chief Risk Officer (CRO).

Pool allocations are applied to small claims that are less than a specified amount by pooling obligors and claims with similar risk characteristics and assessing and managing the risk for each such pool. Our principal banking subsidiaries efficiently manage credit risk and credit screening by dispersing a sufficient number of small claims within each pool. Our principal banking subsidiaries generally review the appropriateness and effectiveness of our approach to obligor ratings and pool allocations once a year in accordance with predetermined procedures, which is audited by the Internal Audit Group.

Mizuho Financial Group defines a Restructured Loan as a loan extended to a Watch Obligor when the following conditions are met: an obligor is experiencing financial difficulties; and lending conditions were amended favorably to the obligor such as allowing interest rate reduction, postponement of principal repayment/ interest payment, debt forgiveness, etc.

An overdue loan is defined as a loan for a Watch Obligor of which the loan principal or interest is overdue for three months or more following the contractual payment date.

Self-assessment, Provision for Credit Losses on Loans and Off-Balance-Sheet Instruments and Charge-Offs

We conduct self-assessment of assets to ascertain the status of assets both as an integral part of credit risk management and in preparation for appropriate accounting treatment, including provision for credit losses on loans and off-balance-sheet instruments and charge-offs. During the process of self-assessment, obligors are categorized into certain groups taking into consideration their financial condition and their ability to make payments, and credit ratings are assigned to all obligors, in principle, to reflect the extent of their credit risks. The related assets are then categorized into certain classes based on the risk of impairment. This process allows us to identify and control the actual quality of assets and determine the appropriate accounting treatment, including provision for credit losses on loans and off-balance-sheet instruments and charge-offs. Specifically, the credit risk management department of each of our principal subsidiaries is responsible for the overall control of the self-assessment of assets of the respective banking subsidiaries, cooperating with the administrative departments specified for each type of asset, including loan portfolios and securities, in executing and managing self-assessments. In our assessment of the probability of obligor bankruptcy, we deem an obligor that is rated as being insolvent or lower as being bankrupt.

Credit Review

Prevention of new nonaccrual loans through routine credit management is important in maintaining the quality of our overall loan assets. Credit review involves analysis and screening of each potential transaction within the relevant business department. In case the screening exceeds the authority of the department, the credit department in charge at the headquarters carries out the review. We have specialist departments for different industries, business sizes and regions, which carry out timely and specialized examinations based on the characteristics of the obligor and its market, and provide appropriate advice to the business department. In addition, in the case of obligors with low credit ratings and high downside risks, the business department and credit department jointly clarify their credit policy and in appropriate cases assist the obligors at an early stage in working towards credit soundness.

Credit Portfolio Management

Risk Measurement

We use statistical methodologies that involve a risk measurement system (enterprise value corporate valuation model, holding period of one year) to manage the possibility of losses by measuring the expected average loss for a one-year risk horizon (“Expected Loss”) and the maximum loss within a certain confidence interval (“credit VAR”). The difference between Expected Loss and credit VAR is measured as the credit risk amount (“Unexpected Loss”). The risk measurement system covers the following account items reported by each

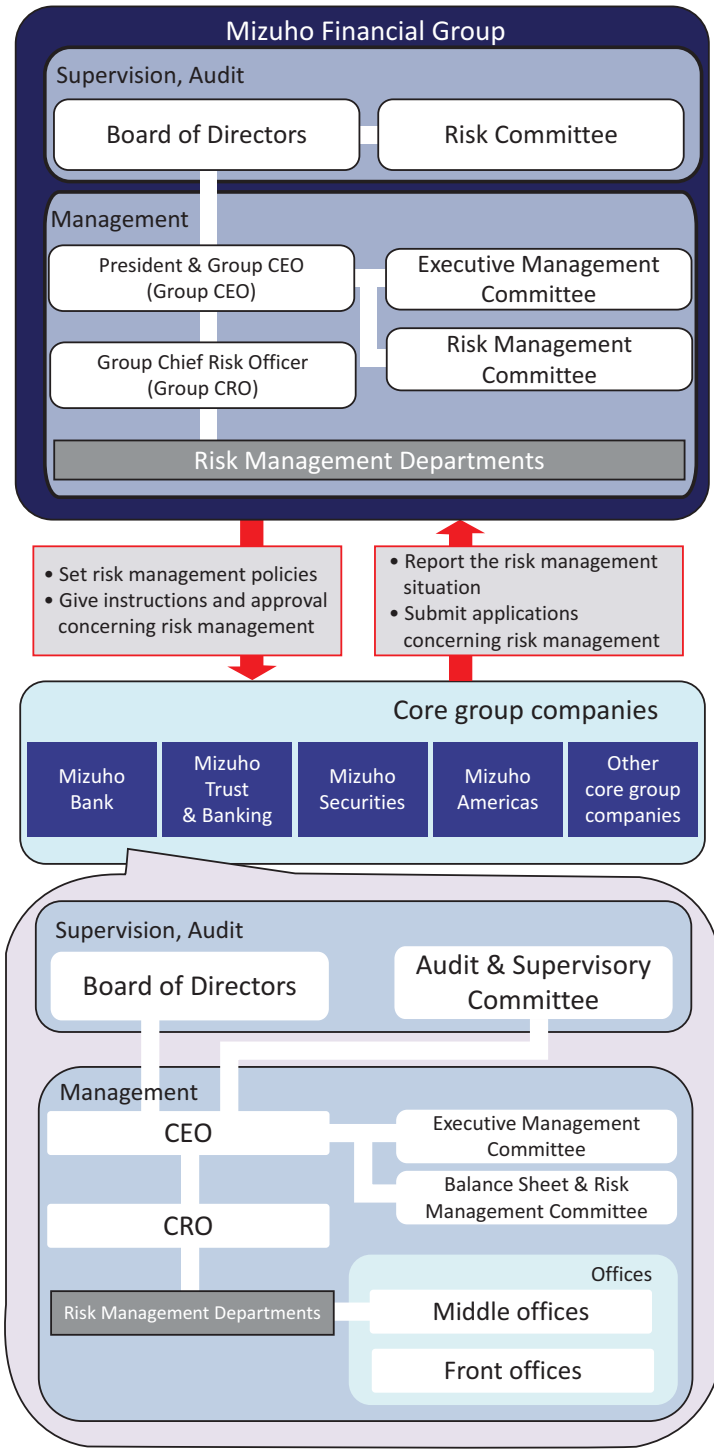
Mizuho Financial Group company: credit transactions including loans and discounts; securities; obligors' liabilities for acceptances and guarantees; deposits and foreign exchange; derivatives including swaps and options; off-balance-sheet items including commitments; and other assets involving credit risk.

In establishing transaction spread guidelines for credit transactions, we aim to ensure an appropriate return from the transaction in light of the level of risk by utilizing credit cost data as a reference. Also, we monitor our credit portfolio from various perspectives and set guidelines noted below so that losses incurred through a hypothetical realization of the full credit VAR would be within the amount of risk capital and loan loss reserves.

Risk Control Methods

Our principal banking subsidiaries have established guidelines to manage “credit concentration risk,” which stems from granting excessive credit to certain corporate groups. Our principal banking subsidiaries also set the credit limit based on verification of status of capital adequacy. In cases where the limit is exceeded, our principal banking subsidiaries will formulate a handling policy and/or action plan. In addition to the above, our principal banking subsidiaries monitor total credit exposure, credit exposure per rating, credit concentration per corporate group, geographic area and business sector to make a periodical report to the Balance Sheet & Risk Management Committee and the Credit Committee.

The following diagram shows our risk management structure:



Market Risk Management

Basic Approach

We define market risk as the risk of losses incurred by the group due to fluctuations in interest rates, stock prices, foreign exchange rates, etc. Market risk includes market liquidity risk; i.e., the risk that we will suffer a loss due to market disruptions or other disorders that prevent us from conducting transactions in the market or require us to pay significantly higher prices than normal to conduct transactions. Mizuho Financial Group manages market risk for the Mizuho group as a whole. Specifically, Mizuho Financial Group establishes the fundamental risk management policy for the entire group, manages the market risk of our principal banking subsidiaries and other core group companies and monitors how the group's market risk is being managed as a whole.

Market Risk Management Structure

Our Board of Directors determines basic matters pertaining to market risk management policies. The Risk Management Committee of Mizuho Financial Group broadly discusses and coordinates matters relating to basic policies in connection with market risk management, market risk operations and market risk monitoring. The Group Chief Risk Officer (Group CRO) is responsible for matters relating to market risk management planning and operations.

The Risk Management Department of Mizuho Financial Group is responsible for monitoring market risk, reporting and analyzing, making proposals, setting limits and guidelines, and formulating and implementing plans relating to market risk management.

The Risk Management Department submits reports regarding status of market risk to our President & Group CEO on a daily basis and to our Board of Directors on a regular basis. For the purpose of managing the market risk of our principal banking subsidiaries and other core group companies, the Department regularly receives reports from each of them to properly identify and manage their market risk. These subsidiaries and core group companies, which account for most of the Mizuho group's exposure to market risk, establish their basic policies based on ours, and their Boards of Directors determine important matters relating to market risk management.

Market Risk Management Method

To manage market risk, we set limits that correspond to risk capital allocations according to the risk profile of each of our principal banking subsidiaries and other core group companies and thereby prevent the overall market risk we hold from exceeding our financial strength represented by capital, etc. The amount of risk capital allocated to market risk corresponds to value-at-risk (the "VAR") and additional costs that may arise in order to close relevant positions.

Setting Limits

When the said limits are set, various factors are taken into account, including business strategies, historical limit usage ratios, risk-bearing capacity (profits, equity capital and risk management framework), profit targets and the market liquidity of the products involved. The limits are determined after being discussed and coordinated by the Risk Management Committee. For trading and banking activities, we set limits for VAR and for losses. For banking activities, we set position limits based on interest rate sensitivity (10 BPV) as needed. An excess over any of these limits is immediately reported and addressed according to a pre-determined procedure.

Monitoring

To provide a system of mutual checks and balances in market operations, we have established middle offices specializing in risk management that are independent of front offices which engage in market transactions

and of back offices which are responsible for book entries and settlements. When VAR is not adequate to control risk, the middle offices manage risk using additional risk indices, carry out stress testing and set stop loss limits as needed. We monitor market liquidity risk for individual financial products in the market while taking turnover and other factors into consideration.

Value-at-Risk

We use the VAR method, supplemented with stress testing, as our principal tool to measure market risk. The VAR method measures the maximum possible loss that could be incurred due to market movements within a certain time period (or holding period) and degree of probability (or confidence interval).

Trading Activities

VAR figures for our trading activities are based on the following:

- historical simulation method;
- confidence interval: one-tailed 99.0%;
- holding period of one day; and
- historical observation period of three years.

The following tables show the VAR figures for our trading activities by risk category for the fiscal years ended March 31, 2022, 2023 and 2024 and as of March 31, 2022, 2023 and 2024:

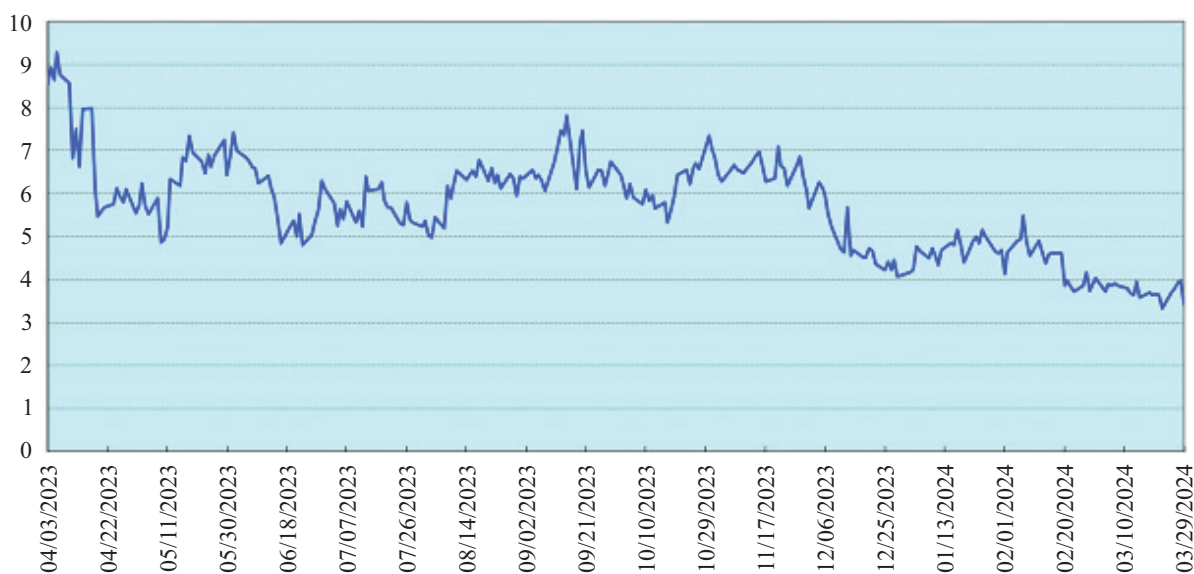
<u>Risk category</u>	<u>Fiscal year ended March 31, 2022</u>			<u>As of March 31, 2021</u>
	<u>Daily average</u>	<u>Maximum</u>	<u>Minimum</u>	
	(in billions of yen)			
Interest rate	¥ 3.8	¥ 5.7	¥ 2.8	¥ 4.0
Foreign exchange	0.5	1.5	0.3	1.0
Equities	0.8	4.9	0.2	1.1
Commodities	0.0	0.1	0.0	0.0
Total	¥ 4.3	¥ 10.2	¥ 2.9	¥ 5.3

<u>Risk category</u>	<u>Fiscal year ended March 31, 2023</u>			<u>As of March 31, 2022</u>
	<u>Daily average</u>	<u>Maximum</u>	<u>Minimum</u>	
	(in billions of yen)			
Interest rate	¥ 4.6	¥ 7.2	¥ 2.7	¥ 7.2
Foreign exchange	0.8	1.6	0.4	0.9
Equities	1.1	2.0	0.4	1.0
Commodities	0.1	0.7	0.0	0.7
Total	¥ 5.3	¥ 8.3	¥ 3.1	¥ 7.0

<u>Risk category</u>	<u>Fiscal year ended March 31, 2024</u>			<u>As of March 31, 2023</u>
	<u>Daily average</u>	<u>Maximum</u>	<u>Minimum</u>	
	(in billions of yen)			
Interest rate	¥ 4.4	¥ 9.1	¥ 2.7	¥ 3.3
Foreign exchange	0.9	1.9	0.2	0.6
Equities	2.0	4.6	0.3	0.5
Commodities	0.3	0.5	0.1	0.4
Total	¥ 5.6	¥ 9.2	¥ 3.3	¥ 3.4

The following graph shows VAR figures for our trading activities for the fiscal year ended March 31, 2024:

(VAR: billions of yen)



The following table shows VAR figures for our trading activities for the fiscal years indicated:

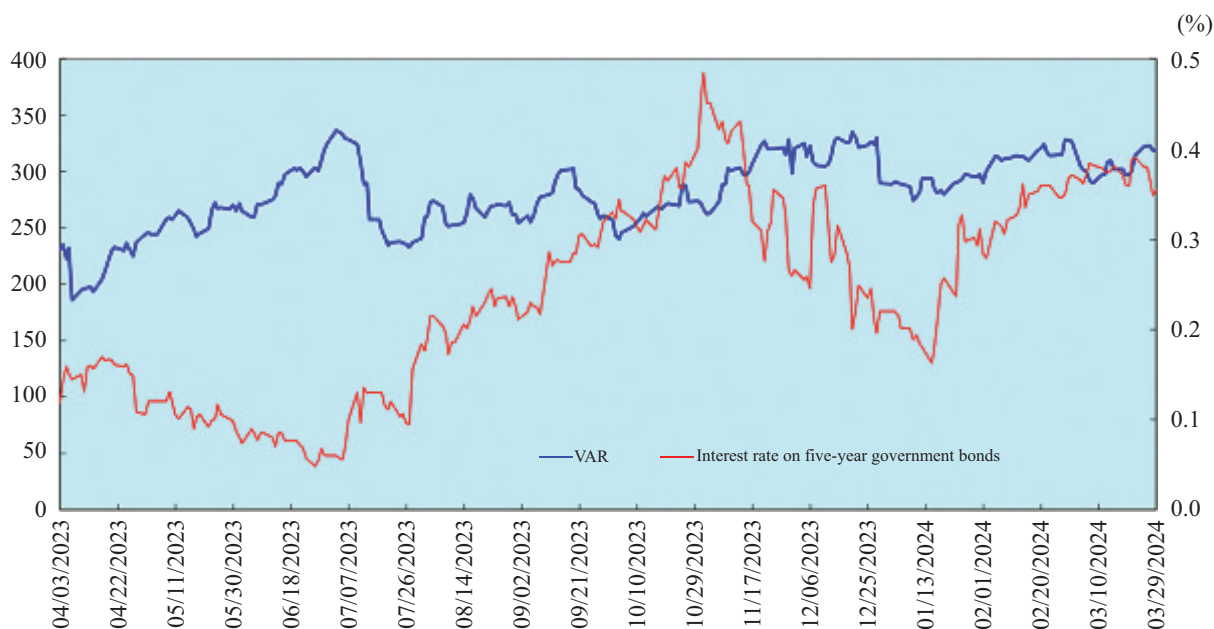
	Fiscal years ended March 31,			
	2022	2023	2024	Change
As of fiscal year end	¥ 5.3	¥7.0	¥3.4	¥(3.6)
Maximum	10.2	8.3	9.2	0.9
Minimum	2.9	3.1	3.3	0.1
Average	4.3	5.3	5.6	0.2

Non-trading Activities

The VAR figures for our banking activities are based on the same conditions as those of trading activities, but the holding period is one month. In addition, as for risk management of banking activities, it is important to properly measure interest rate risk so that we calculate interest rate risk using appropriate methods such as recognizing demand deposits as “core deposits.”

The following graph shows the VAR figures for our banking activities excluding our cross-shareholdings portfolio for the fiscal year ended March 31, 2024:

(VAR: billions of yen)



The following table shows the VAR figures for our banking activities for the fiscal years indicated:

	Fiscal years ended March 31,			
	2022	2023	2024	Change
	(in billions of yen)			
As of fiscal year end	¥209.7	¥223.5	¥319.0	¥ 95.5
Maximum	321.9	392.2	336.5	(55.7)
Minimum	191.0	152.1	185.9	33.8
Average	266.0	217.6	281.2	63.5

VAR is a commonly used market risk management technique. However, VAR models have the following shortcomings:

- By its nature as a statistical approach, VAR estimates possible losses over a certain period at a particular confidence level using past market movement data. Past market movement, however, is not necessarily a good indicator of future events, particularly potential future events that are extreme in nature.
- VAR may underestimate the probability of extreme market movements.
- The use of a 99.0% confidence level does not take account of, nor makes any statement about, any losses that might occur beyond this confidence level.
- VAR does not capture all complex effects of various risk factors on the value of positions and portfolios and could underestimate potential losses.

Cross-shareholdings Portfolio Management Activities

We take the market risk management approach with use of VAR and risk indices for cross-shareholdings portfolio management activities to properly manage stock price risk. Specifically, we monitor VAR measurements and the state of risk capital on a daily basis. Moreover, in order to control stock price risk, we are working on reduction in cross-shareholdings through careful negotiations with counterparties.

Back Testing

In order to evaluate the effectiveness of market risk measurements calculated using the VAR method, we carry out regular back tests to compare VAR with assumptive or actual profits and losses. Prior to the finalization of Basel III reforms, we used the internal model approach to calculate market risk, which required disclosure related to our back tests under applicable Japanese regulations. However, with the finalization of Basel III reforms, we have changed the calculation method to the Standardized Measurement Approach (“SMA”), which does not require the aforementioned disclosure under such regulations. As a result, we have ceased to disclose the number of cases where losses exceeded VAR for the previous fiscal year.

Stress Testing

Because the VAR method is a market risk measurement method based on statistical assumptions, we conduct regular stress testing to simulate the levels of losses that could be incurred in cases where the market moves suddenly to levels that exceed these assumptions.

Liquidity Risk Management

Basic Approach

We define liquidity risk as the risk of losses arising from funding difficulties due to deterioration of our financial position that make it difficult for us to raise necessary funds or force us to raise funds at significantly higher interest rates than usual. Mizuho Financial Group manages liquidity risks for the Mizuho group as a whole. Specifically, Mizuho Financial Group establishes a fundamental liquidity risk management policy for the entire group, manages the liquidity risk of our principal banking subsidiaries and other core group companies and monitors how the group’s liquidity risk is being managed as a whole.

Liquidity Risk Management Structure

Our Board of Directors determines the basic matters pertaining to liquidity risk management policies. The Risk Management Committee of Mizuho Financial Group broadly discusses and coordinates matters relating to the basic policies in connection with liquidity risk management, operations and monitoring, as well as proposing responses to emergencies such as sudden market changes. Our Group Chief Risk Officer is responsible for matters relating to liquidity risk management planning and operations. Our Risk Management Department is responsible for monitoring, reporting and analyzing liquidity risk, making proposals in connection with liquidity risk and formulating and implementing plans relating to liquidity risk management. In addition, our Group Chief Financial Officer is responsible for matters relating to the planning and operation of funds management, and the Financial Planning Department is responsible for its monitoring and also for planning and implementing measures relating to funds management to maintain appropriate funding liquidity. Reports on the status of and other factors relating to cash funding management are submitted to our Board of Directors, the Risk Committee, the Executive Management Committee, our President & Group CEO and the Business Policy Committees, respectively, on a regular basis.

We appropriately identify and manage liquidity risk of our principal banking subsidiaries and other core group companies through regular reports from each company. Each company, which is a major source of liquidity risk in our group, also establishes their own basic policies on liquidity risk management to properly identify and manage liquidity risk. The board of Directors of each company determines important matters pertaining to liquidity risk management.

Liquidity Risk Management Method

We mainly manage liquidity risk through the frameworks of “Liquidity Categorization” and “Liquidity Risk Management Indicators.”

Liquidity Categorization

We have established a group-wide framework of assessing the levels of liquidity risks by categorizing them into “Normal,” “Anxious” and “Crisis” to reflect the funding conditions. In addition, we set Early Warning

Indicators (“EWIs”) and conduct monitoring on a daily basis to manage funding conditions. The EWIs include stock prices, credit ratings, amount of liquidity reserve assets such as Japanese government bonds, our funding situations and others.

Liquidity Risk Management Indicators

As for Japanese yen, we set limits on funds raised in the market for each of our principal banking subsidiaries and other core group companies based on a number of time horizons taking into account the characteristics and strategies of each company. As for foreign currencies, we conduct daily stress tests based on a combination of market-wide factors and idiosyncratic factors of the group for each company to verify the sufficiency of liquidity reserve assets and the effectiveness of our liquidity contingency funding plans.

The thresholds for Liquidity Risk Management Indicators are discussed and coordinated by the Risk Management Committee, discussed further by the Executive Management Committee and determined by our President & Group CEO. A violation of threshold is immediately reported and addressed in accordance with pre-determined procedures.

Operational Risk Management

Basic Approach

We define operational risk as the risk of loss that we may incur resulting from inadequate or failed internal processes, people and systems or from external events. We control operational risk management for the Mizuho group as a whole. Considering that operational risk includes information technology risk, operations risk, legal risk, human resources risk, tangible asset risk and regulatory change risk, we have separately determined the fundamental risk management policies for these different types of risk. We manage the operational risk associated with our principal banking subsidiaries and other core group companies while monitoring the state of group-wide operational risk.

Operational Risk Management Structure

Our Board of Directors determines basic matters pertaining to operational risk management policies. The Risk Management Committee of Mizuho Financial Group broadly discusses and coordinates matters relating to basic policies in connection with operational risk management, operational risk operations and operational risk monitoring. The Group Chief Risk Officer (Group CRO) is responsible for matters relating to operational risk management planning and operations. The Risk Management Department of Mizuho Financial Group is responsible for monitoring market risk, reporting and analyzing making proposals, setting limits and guidelines, and formulating and implementing plans relating to operational risk management.

Our principal banking subsidiaries and core group companies establish their basic policies on operational risk management, and their Boards of Directors determine important matters relating to operational risk management.

Operational Risk Management Method

To manage operational risk, we set common rules for data gathering to develop various databases shared by the group and measure operational risk on a regular basis, applying business indicators based on financial statements and internal loss data related to operational risk appropriately.

We have established and are strengthening management methods and systems to appropriately identify, assess, measure, monitor and control the operational risks that arise from the growing sophistication and diversification of financial operations and developments relating to information technology by utilizing control self-assessments (as described below) and improving quantitative management of operational risk.

The status of operational risk management that we identified, assessed and measured through the aforementioned method is reported to the Risk Management Committee, the Executive Management Committee, and our President & CEO, respectively, on a regular basis.

Control Self-Assessment

We have adopted an autonomous risk management process in which we identify risks inherent in the business/operation, and then assess, grasp and control risks that remain despite internal control, and if necessary, set and perform risk reduction measures.

Definition of Risks and Risk Management Methods

As shown in the table below, we have defined each component of operational risk, and we apply appropriate risk management methods in accordance with the scale and nature of each risk.

	<u>Definition</u>	<u>Principal Risk Management Methods</u>
Information Technology Risk	Risk that customers may incur losses or our group companies may incur losses due to problems (e.g. malfunctions, disruptions, etc.) with the computer systems or improper use of the computers in these systems, which cause disruptions of the services provided to customers, or have significant impact on settlement systems, etc.	<ul style="list-style-type: none"> • Identify and evaluate the risk by setting specific standards that need to be complied with and implementing measures tailored based on evaluation results to reduce the risk. • Ensure ongoing project management in systems development and quality control. • Improve effectiveness of emergency responses by improving backup systems and holding drills.
Cybersecurity Risk	Risk that Mizuho group may incur tangible or intangible losses due to cybersecurity-related problems that occur at the group and/ or at its clients, along with organizations, etc. that have a business relationship with the group, such as outside vendors and goods/ services suppliers.	<ul style="list-style-type: none"> • Promote the sophistication of cybersecurity management systems, including those of the group, the global, and third parties, through measures such as identifying vulnerabilities, strengthening monitoring systems, strengthening incident response capabilities, and developing governance systems.
Operations Risk	Risk that customers may incur losses or the group may incur losses due to the disruption of services to customers or major incidents affecting settlement systems, etc., as a result of inadequate operations caused by fraudulent acts, errors or negligence, etc., of senior executives or employees, or inadequacies in the operational structure itself.	<ul style="list-style-type: none"> • Establish clearly defined procedures for handling operations. • Periodically check the status of operational processes. • Conduct training and development programs by headquarters. • Introduce information technology, office automation and centralization for operations. • Improve the effectiveness of emergency responses by holding drills.

	Definition	Principal Risk Management Methods
Legal Risk	Risk that the group may incur losses due to violation of laws and regulations, breach of contract, entering into improper contracts or other legal factors.	<ul style="list-style-type: none"> • Review and confirm legal issues, including the legality of material decisions, agreements and external documents, etc. • Collect and distribute legal information and conduct internal training programs. • Analyze and manage issues related to lawsuits.
Human Resources Risk	Risk that may damage the employees due to inappropriate working conditions, workplaces or safety conditions, and that the group may suffer tangible and/or intangible losses due to not being able to build an adequate human resources portfolio resulting from human capital losses following outflow of human resources and decline in abilities and skills, and/or not being able to make extensive use of human capital following decline in employee engagement.	<ul style="list-style-type: none"> • Status of human resources outflow (status of voluntary resignations, mid-career hiring). • Working conditions (status of incidence of harassment or bullying, employee engagement). • Status of maintaining adequate staffing (status of maintaining adequate human resources with specific abilities and/or skills).
Tangible Asset Risk	Risk that the group may incur losses from damage to tangible assets or a decline in the quality of working environment as a result of disasters, criminal actions or defects in asset maintenance.	<ul style="list-style-type: none"> • Manage the planning and implementation of construction projects related to the repair and replacement of facilities. • Identify and evaluate the status of damage to tangible assets caused by natural disasters, etc., and respond appropriately to such damage.
Regulatory Change Risk	Risk that the group may incur losses due to changes in various regulations or systems, such as those related to law, taxation and accounting.	<ul style="list-style-type: none"> • Understand important changes in regulations or systems that have significant influence on our business operations or financial condition in a timely and accurate manner. • Analyze degree of influence of regulatory changes and establish countermeasures. • Continuously monitor our regulatory change risk management mentioned above.

We also recognize and manage “Information Security Risk” and “Compliance Risk,” which constitute a combination of more than one of the above components of operational risk, as operational risk.

Measurement of operational risk equivalent

We have adopted the SMA for the calculation of operational risk equivalent in association with capital adequacy ratios based on the Basel Regulation.

The measurement results under the SMA are used not only as the operational risk equivalent in the calculation of capital adequacy ratios based on the Basel Regulation, but also, for internal management purposes, as the operational risk amount that is calculated by applying a set multiplier to the operational risk equivalent.

Reputational Risk Management

Basic Approach

We define reputational risk as “the risk that the Mizuho group may incur tangible or intangible losses due to adverse effect to our reputation or Mizuho’s brand when all services provided by and all activities conducted by the Mizuho group, officers and employees, are recognized as deviating from the expectations and requirements of stakeholders, including clients, employees, the economy, and society”.

We supervise reputational risk management for the Mizuho group. Specifically, we establish the group’s basic policies pertaining to reputational risk management, manage core group companies, and monitor how the group’s reputational risks are being managed as a whole.

Reputational Risk Management Structure

Our Board of Directors determines the Mizuho group’s basic matters pertaining to reputational risk management. In addition, the Business Policy Committees (Risk Management Committee) comprehensively deliberate and coordinate basic policies pertaining to reputational risk management, and matters relating to operations and monitoring. The Group Chief Strategy Officer (Group CSO) is responsible for matters relating to planning and operation of reputational risk management. The Public Relations Office conducts monitoring and reporting of reputational risks and analyses and suggestions thereof, and carries out planning and promotion of basic matters pertaining to reputational risk management.

Reports on the reputational risk situations, etc. are made on a regular basis to the Group Chief Strategy Officer (Group CSO) and the Business Policy Committees. Regarding the reputational risk management of the core group companies, we identify and manage reputational risks appropriately by receiving their reports on a regular basis. In particular, individual companies which account for a large part of the group’s reputational risks establish their own basic policies, and the Board of Directors of the individual company determines important matters pertaining to reputational risk management.

Reputational Risk Management Method

We control reputational risks by carrying out centralized monitoring and management of the information that is deemed to have a great impact on our group management, and creating an appropriate management structure suited to the scale and nature of risks, etc.

We endeavor to prevent the realization of reputational risks beforehand and minimize losses by identifying reputational risks earlier and responding appropriately in terms of urgency and impact.

Model Risk Management

Basic Approach

We define model risk as the risk of the Mizuho Group incurring tangible and intangible losses due to decision-making based on an inadequate or failed model and/or inappropriate use of a model.

In recent years, against the backdrop of the wider and more complex business operations of financial institutions and technological innovations such as artificial intelligence, the opportunities to use models in the operations of financial institutions have been expanding, and their materiality and impact have been increasing. Under such circumstances, there is a growing need to manage model risk by focusing on the risk of tangible and intangible losses arising from decisions based on improper development and inappropriate use of these models.

We supervise model risk management for the Mizuho Group and are promoting comprehensive and effective model risk management throughout the group. Specifically, we have finalized a complete model survey on a group and global basis covering all business categories, including bank, trust bank, and securities business and covering all of the regions of Japan, the Americas, Europe and Asia-Pacific. Furthermore, with the commitment of the senior management, we have introduced a framework to visualize and manage the status of model risk, and we continue to promote effective model risk management on a risk-based approach.

Model Risk Management Structure

Our Board of Directors determines the Mizuho Group's basic matters pertaining to model risk management. In addition, the Business Policy Committees (Risk Management Committee) comprehensively deliberate and coordinate basic policies pertaining to model risk management, and matters relating to administration and monitoring. Our Group Chief Risk Officer (Group CRO) is responsible for matters relating to planning and administration of model risk management. The Risk Management Department is responsible for monitoring model risks, making reports, analyses, and proposals, etc., and makes and promotes plans for model risk management. We manage model risk situations for the entire group based on the reports received from the core group companies on their model risk management. In particular, individual companies which are determined to be highly susceptible to model risks establish their own basic policies, and each of their board of directors determines important matters pertaining to model risk management.

Model Risk Management Method

Our model risk management is carried out through model testing, monitoring, etc., by the first line of defense, which consists of model owners, users, developers, etc., and through model validation, etc., by the second line of defense, which controls model risk via reviewing and challenging the first line of defense in every step of model identification, development, use, change, and exit. Furthermore, we carry out model risk management based on a risk-based approach with weighting according to the materiality and impact of the models.

Third Party Risk management

Basic Approach

We define third party risk as any risk arising in Mizuho Financial Group and/or the Mizuho group due to a third party entity having a business contractual relationship with the Mizuho Financial Group and our group, and categorize it as a compound risk consisting of market risk, credit risk liquidity risk, and operational risk and so forth.

In light of the importance of relationships with third parties in the Mizuho group's operations, we recognize risks related to third parties as our own risks for us and the Mizuho group, and we ensure sound and appropriate business operations, including the proper execution of operations through third parties, by appropriately identifying, evaluating and responding to risks, from the perspectives of sound management, appropriate business operations, customer protection and business continuity, etc. We oversee the third party risk management of the Mizuho group.

Third Party Risk Management Structure

Our Board of Directors determines basic matters related to third party risk management. The Business Policy Committees (Risk Management Committee) comprehensively discusses and coordinates matters relating to basic policies in connection with third party risk management, operations and monitoring. The Group Chief Risk Officer (Group CRO) is responsible for matters relating to third party risk management planning and operations. The Risk Management Department is responsible for monitoring third party risk and reporting and analyzing and making proposals, etc., and formulates and promotes plans relating to third party risk management.

We ascertain the status of third party risk management of the entire Mizuho group based on the reports and other information from the core group companies. The companies that we determined to require considerable management because the scale and nature of their third party risk can seriously affect the entire group set forth basic policies and determine the important matters related to third party risk management through their board of directors.

Third Party Risk Management Method

We carry out third party risk management through appropriate contracts with third parties, evaluation and monitoring of third parties, management of concentration in specific third parties, and so forth. We consistently report on the status of these management activities to the Business Policy Committees (Risk Management Committee), the Executive Management Committee, our President & Group CEO, and other relevant parties on a regular basis.

Compliance

As a provider of economic and social infrastructure, we remain conscious of the importance of our social responsibilities and public mission at all times. We define compliance as “the strict observance of all laws and regulations and the pursuit of fair and honest corporate activities that conform to the norms accepted by society” and view ongoing compliance as one of the basic principles of sound business management. Each of our group companies maintains its own compliance structure in line with the basic policies established by Mizuho Financial Group.

Compliance Structure

The chief executive officers of Mizuho Financial Group, Mizuho Bank, Mizuho Trust & Banking and Mizuho Securities generally oversee compliance matters of their respective companies, and the chief compliance officers, etc., also head their respective compliance committees at which important matters concerning compliance are discussed. The four companies also have compliance divisions under their respective chief compliance officers. These divisions are responsible for compliance planning and implementation and control overall compliance management at their respective companies. At the organizational unit level (such as branches and divisions) at each of the four companies, the head of the unit is responsible for guidance and implementation related to compliance matters within such unit, and the compliance officer or the compliance administrator at each unit reviews the status of compliance within such unit.

Other core group companies have also established compliance structures tailored to the characteristics of their respective businesses.

Mizuho Financial Group monitors the status of compliance of the Mizuho group through reports submitted by our principal banking subsidiaries and other core group companies and adopts appropriate responses when necessary.

Compliance at subsidiaries of our principal banking subsidiaries and other core group companies is monitored and managed by their respective parents.

Compliance Activities

We have established the “Mizuho Code of Conduct,” which sets forth clear and concrete standards of behavior to be followed when implementing the precepts of our corporate identity. Furthermore, each of our group companies has also prepared a compliance manual, which serves as a practical guidebook for rigorous compliance enforcement and clarifies the laws and regulations that the group companies must observe in pursuing their business activities and the compliance activities they are required to follow.

Mizuho ensures that all executive officers and employees are fully acquainted with both the Code of Conduct and the contents of the compliance manual through ongoing training and messages from management.

We monitor levels of compliance through self-assessments conducted by individual organizational units and through monitoring conducted by the compliance division of each group company.

Every fiscal year, each of our group companies establishes a compliance program, which contains concrete measures for compliance enforcement such as measures related to the management of the compliance framework, training and assessments. Progress regarding the implementation of the compliance program is monitored every six months.

Internal Audit

Internal audit refers to the series of activities, ranging from the objective and comprehensive evaluation of the effectiveness and appropriateness of each process relating to governance, risk management and control, to providing recommendations and corrective guidance, etc., toward the resolution of problems, under the supervision of the Board of Directors, with organizational independence ensured. Through these series of activities, internal audit assists the board of directors of each of our group companies to fulfill their role to supervise management efficiently and effectively.

In line with the Basic Policy for Internal Audit established by Mizuho Financial Group, our principal banking subsidiaries and other core group companies conduct internal audits, which include the internal auditing of their respective subsidiaries. In addition, with respect to the management of risks applicable across the Mizuho group, we coordinate internal audits throughout the group to assess the risk management status of the group as a whole.

Internal Audit Management Structure

Mizuho Financial Group

Our Internal Audit Group is independent from our other departments and business processes at Mizuho Financial Group. The Internal Audit Group conducts internal audits of Mizuho Financial Group, and monitors and manages internal audits at our principal banking subsidiaries and other core group companies based on reports submitted by such subsidiaries. The Group CAE reports functionally to the Board of Directors and the Audit Committee on important matters related to internal audits. Also, as the person in charge of internal audit, the Group CAE reports administratively on the status of internal audit operational management to the Group CEO directly or through the Internal Audit Committee.

Mizuho Bank and Mizuho Trust & Banking

At both Mizuho Bank and Mizuho Trust & Banking, their respective Internal Audit Groups are independent from their respective other departments and business processes. The progress of individual audits and plans are to be reported to their respective Audit & Supervisory Committees, and their respective Internal Audit Groups respond to requests for inspections, and receive specific instructions, from their respective Audit & Supervisory Committees. In addition, they have also established their respective Internal Audit Committees which discuss and make decisions on all important matters regarding their respective internal audits.

Both banks have established their respective internal audit departments to conduct internal audits at their respective domestic and overseas business offices, head office departments and group companies. Specifically, the internal audit departments assess the suitability and effectiveness of business activities associated with compliance and risk management.

Other Core Group Companies

Other core group companies have also established effective and efficient internal audit structures adapted to the characteristics of their respective businesses.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

12.A. Debt Securities

Not applicable.

12.B. Warrants and Rights

Not applicable.

12.C. Other Securities

Not applicable.

12.D. American Depositary Shares

The depository collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The table below sets out such fees payable to the depository:

Persons depositing or withdrawing shares must pay:	For:
\$5.00 (or less) per 100 ADSs (or portion of 100 ADSs)	– Delivery of ADRs and the surrender of ADRs
\$.05 (or less) per ADS	– Any cash distribution to ADS registered holders
A fee equivalent to the fee that would be payable if securities distributed to you had been shares and the shares had been deposited for issuance of ADSs	– Distribution of securities distributed to holders of deposited securities that are distributed by the depository to ADS registered holders
\$.05 (or less) per ADS	– General depository services
Registration or transfer fees	– Transfer and registration of shares on our share register to or from the name of the depository or its agent when you deposit or withdraw shares
Expenses of the depository	– Cable, telex and facsimile transmissions expenses (as are expressly provided in the deposit agreement)
	– Converting foreign currency to U.S. dollars
Taxes and other governmental charges	– As necessary
Any other charge incurred by the depository or its agents in connection with the servicing of the deposited securities	– As necessary

The Bank of New York Mellon (“BNYM”), as depository, has agreed to reimburse us annually for expenses related to the administration and maintenance of the depository receipt facility including, but not limited to, investor relations expenses, legal fees, New York Stock Exchange continued listing fees or any other direct or non-direct depository receipt program related expenses. There are limits on the amount of expenses for which the depository will reimburse us. In the fiscal year ended March 31, 2024, the depository reimbursed us \$800,000 for such expenses.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

ITEM 15. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We carried out an evaluation under the supervision and with the participation of our management, including our President & Group CEO and Group Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) as of March 31, 2024. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable, not absolute, assurance of achieving their control objectives. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Based upon the evaluation referred to above, our President & Group CEO and Group Chief Financial Officer concluded that the design and operation of our disclosure controls and procedures as of March 31, 2024 were effective to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of management and directors; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management evaluated the effectiveness of our internal control over financial reporting as of March 31, 2024 based on the criteria established in "Internal Control—Integrated Framework" issued by the Committee of

Sponsoring Organizations of the Treadway Commission (2013 framework) (COSO). Based on the evaluation, our management has concluded that we maintained effective internal control over financial reporting as of March 31, 2024.

Our independent registered public accounting firm, Ernst & Young ShinNihon LLC has issued an attestation report on our internal control over financial reporting as of March 31, 2024, which appears on page F-6.

Attestation Report of the Registered Public Accounting Firm

See the attestation report of our independent registered public accounting firm, Ernst & Young ShinNihon LLC, which appears on page F-6.

Changes in Internal Control over Financial Reporting

During the period covered by this annual report, there were no changes in our internal control over financial reporting that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our Board of Directors has determined that Messrs. Ryoji Sato and Hisaaki Hiramata are each qualified as an “audit committee financial expert” as defined in Item 16A of Form 20-F under the Securities Exchange Act of 1934, as amended. In addition, Mr. Ryoji Sato is determined to be “independent” as defined under the NYSE Corporate Governance Standards.

ITEM 16B. CODE OF ETHICS

Mizuho Financial Group has adopted a code of ethics, titled “Code of Ethics for Financial Professionals,” which is applicable to all directors, executive officers (as defined in the Companies Act), executive officers (as defined in Mizuho Financial Group’s internal regulations) and employees of Mizuho Financial Group involved in finance, accounting and disclosure. The code of ethics of Mizuho Financial Group is included in this annual report as Exhibit 11.1.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Fees for Services provided by Ernst & Young ShinNihon LLC

The aggregate fees billed by Ernst & Young ShinNihon LLC, our independent registered public accounting firm, and its affiliates, to Mizuho Financial Group and its consolidated subsidiaries for the fiscal years ended March 31, 2023 and 2024 are presented in the following table:

	Fiscal years ended March 31,	
	2023	2024
	(in millions of yen)	
Audit fees ⁽¹⁾	¥ 5,412	¥ 5,962
Audit-related fees ⁽²⁾	562	334
Tax fees ⁽³⁾	153	183
All other fees ⁽⁴⁾	28	58
Total	¥ 6,155	¥ 6,536

Notes:

- (1) Audit fees primarily include fees related to the audit of U.S. GAAP financial statements as well as Japanese GAAP financial statements used for home-country reporting purposes.

- (2) Audit-related fees primarily include fees for services relating to agreed-upon procedures on internal controls and advisory services relating to regulatory filings.
- (3) Tax fees primarily include fees for services relating to the preparation of tax returns and tax advice.
- (4) All other fees primarily include fees for services relating to education about financial accounting and related legal regulation for our employees.

Pre-Approval Policies and Procedures

We established the pre-approval policies and procedures required by the Sarbanes-Oxley Act on April 1, 2006. Under the procedures, Mizuho Financial Group and its subsidiaries must apply to our audit committee for pre-approval before entering into an agreement regarding audit and permitted non-audit services with Ernst & Young ShinNihon LLC.

We follow two types of pre-approval policies and procedures:

- General pre-approval General pre-approval is required for services which are expected to be performed during a given fiscal year. Our audit committee reviews the specific maximum fee amount for new services and the maximum amount of increase/decrease from previous fee amounts for the same type of services as those performed in the past and authorizes pre-approval at the beginning of each fiscal year.
- Specific pre-approval For those services which have not been approved pursuant to the general pre-approval procedure, specific pre-approval by our audit committee is required prior to each engagement. With respect to such services, full-time audit committee member(s) must provide pre-approval and report such pre-approval at the monthly meeting of the audit committee.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E. PURCHASE OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

The following table sets forth purchases of our common stock by us and our affiliated purchasers during the fiscal year ended March 31, 2024:

	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares that may yet be purchased under the plans or programs
April 1 to April 30, 2023	6,620	¥ 1,953.8	—	—
May 1 to May 31, 2023	5,728	2,038.4	—	—
June 1 to June 30, 2023	7,481	2,109.8	—	—
July 1 to July 31, 2023	6,272	2,227.6	—	—
August 1 to August 31, 2023	4,406	2,334.8	—	—
September 1 to September 30, 2023	4,088	2,566.7	—	—
October 1 to October 31, 2023	3,805	2,531.3	—	—
November 1 to November 30, 2023	2,272	2,518.6	—	—
December 1 to December 31, 2023	3,699	2,433.7	—	—
January 1 to January 31, 2024	4,623	2,532.9	—	—
February 1 to February 29, 2024	4,243	2,700.0	—	—
March 1 to March 31, 2024	4,368	2,925.1	—	—
Total ⁽¹⁾	57,605	¥ 2,351.3	—	—

Note:

- (1) A total of 57,605 shares were purchased other than through publicly announced plans or programs during the fiscal year ended March 31, 2024, due to our purchase of shares constituting less than one (1) unit from holders of such shares at the current market price of those shares.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

None.

ITEM 16G. CORPORATE GOVERNANCE

Mizuho Financial Group's corporate governance practices are governed by applicable Japanese laws, specifically the Companies Act and Financial Instruments and Exchange Act of Japan, and its articles of incorporation and corporate governance guidelines. The company transformed itself from a Company with Audit & Supervisory Board to a Company with Three Committees as of June 24, 2014.

Because Mizuho Financial Group's shares are registered with the U.S. Securities and Exchange Commission and are listed on the New York Stock Exchange ("NYSE"), the company is also subject to corporate governance requirements applicable to NYSE-listed foreign private issuers. NYSE-listed companies that are foreign private issuers meeting certain criteria are permitted to follow home country practices in lieu of certain provisions of Section 303A, and Mizuho Financial Group is relying on this exemption.

A NYSE-listed foreign private issuer is required to provide to its U.S. investors a brief, general summary of the significant differences of corporate governance practices that differ from those followed by NYSE-listed U.S. companies. The following is a summary of the significant ways in which Mizuho Financial Group's corporate governance practices differ from NYSE listing standards followed by U.S. companies:

- A NYSE-listed U.S. company is required to have a majority of directors that meet the independence requirements under Section 303A of the NYSE's Listed Company Manual. The Companies Act does not

require Mizuho Financial Group to have a majority of “independent” directors on the board; rather, it requires the company to have a majority of “outside” directors on each of the Nominating Committee, the Compensation Committee and the Audit Committee, each established as a committee, pursuant to the requirements that apply to a Company with Three Committees. An outside director is defined under the Companies Act as a director who meets all of the following requirements: (a) a person who is not currently, and has not been in the ten years prior to his or her assumption of office as outside director, an executive director, an executive officer, a manager, or any other type of employee (“Executive Director, etc.”) of the company or its subsidiaries; (b) if a person has been a non-executive director, an audit & supervisory board member, or an accounting adviser of the company or its subsidiaries within the ten years prior to his or her assumption of office as outside director, a person who was not an Executive Director, etc., of the company or its subsidiaries in the ten years prior to his or her assumption of office as such; (c) a person who is not (i) a person who controls the company (including the company’s parent company) (“Parent Company, etc.”) and who is a natural person or (ii) a director, an executive officer, a manager or any other type of employee of a Parent Company, etc.; (d) a person who is not an Executive Director, etc., of another subsidiary of a Parent Company, etc.; and (e) a person who is not a spouse or a family member within the second degree of kinship of (i) a director, an executive officer, a manager, or any other type of important employee of the company or (ii) a Parent Company, etc., who is a natural person. In addition to the requirements under the Companies Act, Mizuho Financial Group’s independence standards for outside directors set forth additional independence requirements on a voluntary basis. Such additional requirements include, but are not limited to, restrictions against persons that are related to a principal business counterparty of Mizuho Financial Group and its Three Core Companies (Mizuho Bank, Mizuho Trust & Banking and Mizuho Securities), entities to which Mizuho Financial Group and its Three Core Companies are a principal business counterparty, entities that receive more than a specified amount of donations from Mizuho Financial Group or its Three Core Companies, entities to which directors have been transferred from us, our accounting auditor, law firms and consulting firms that receive more than a specified amount of fees from Mizuho Financial Group or its Three Core Companies, as well as persons who otherwise are likely to give rise to consistent substantive conflicts of interest in relation to general shareholders. Mizuho Financial Group may, however, appoint a person as an outside director who does not satisfy the additional independence requirements but who it believes to be suitable for the position with sufficient independence in consideration of such person’s character and insight, provided that it externally provides an explanation as to the reason it believes such person qualifies as an outside director with sufficient independence.

Currently, Mizuho Financial Group has eight outside directors among the 14 directors.

- A NYSE-listed U.S. company is required to have an audit committee composed entirely of independent directors. Currently, among the four members of the Audit Committee, three members including the Chairperson are outside directors and one member is an internal non-executive director in compliance with the requirements under the Companies Act, and all such committee members are independent under Rule 10A-3 under the U.S. Securities Exchange Act of 1934 with two members qualified as audit committee financial experts.
- A NYSE-listed U.S. company is required to have a nominating/corporate governance committee and a compensation committee, both of which must be composed entirely of independent directors. Currently, the Nominating Committee and the Compensation Committee consist solely of outside directors in compliance with the requirements under the Companies Act.
- A NYSE-listed U.S. company must hold regularly scheduled executive sessions where participants are limited to non-executive directors. Currently, the Outside Director Session consists solely of outside directors and is held at least once a year, where the outside directors discuss matters such as issues facing management, the operation of the Board of Directors and the governance systems, and provide opinions as appropriate to our Group CEO.

- A NYSE-listed U.S. company must adopt corporate governance guidelines and a code of business conduct and ethics and must post those on its website. While Mizuho Financial Group is not required to adopt such guidelines and code under applicable Japanese laws or the rules of the stock exchange in Japan on which it is listed, the company established in June 2014 and has been updating its corporate governance guidelines that sets forth the basic policy, framework and governing policies regarding the corporate governance system in Mizuho Financial Group and also maintains the “Mizuho Code of Conduct” as its standard for corporate conduct to be observed by the directors, officers and employees.

ITEM 16H. MINE SAFETY DISCLOSURE

Not applicable.

ITEM 16I. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

ITEM 16J. INSIDER TRADING POLICIES

We have adopted insider trading policies and procedures governing the purchase, sale, and other dispositions of our securities by directors, senior management, and employees that are reasonably designed to promote compliance with applicable insider trading laws, rules and regulations, and any listing standards applicable to us. The insider trading policies and procedures of Mizuho Financial Group are included in this annual report as Exhibits 11.2 and 11.3.

ITEM 16K. Cybersecurity

Cybersecurity Strategy

Many of our systems are connected to our domestic and overseas locations, and the systems of our customers and various payment institutions, through a global network. In light of the growing sophistication and scope of cyber-attacks, we recognize cybersecurity as an important management issue and continuously promote cybersecurity measures under management leadership.

We define cybersecurity risk as the risk that the group may incur tangible or intangible losses due to cybersecurity-related problems that occur at the group and/or at its clients, along with organizations, etc., that have a business relationship with the group, such as outside vendors and goods/services suppliers and view it as one of our top risks. Accordingly, we have established a system to centrally manage cybersecurity risk through the Risk Appetite Framework and the Comprehensive Risk Management Framework.

Governance System

At Mizuho Financial Group, the Board of Directors deliberates and resolves fundamental issues related to cybersecurity risk management. The Board of Directors receives reports from the Group Chief Information Security Officer (“CISO”) *1 on cybersecurity risks that may have an impact on management policies and strategies, annual business plans, medium- to long-term business plans, etc., other cybersecurity risks that the Board of Directors should be aware of from a medium- to long-term perspective, and important matters such as the status of risk control.

*1 Chief Information Security Officer

The Risk Committee and the IT/Digital Transformation Committee *2, both of which are advisory bodies to the Board of Directors, each receive reports from the Group CRO on the status of comprehensive risk management and from the Group CISO on basic matters related to cybersecurity risk management, evaluate conformity with our basic management policies and the appropriateness of our cyber initiatives, and present recommendations or opinions to the Board of Directors. In addition, the independent third line in the three lines of defense *3 conducts audits on the initiatives of the first and second lines, and reports the results to the Operational Audit Committee, etc.

Under such supervision by the Board of Directors, the President and Chief Executive Officer oversees the cybersecurity risk management of Mizuho Financial Group, and the Group CISO, in accordance with the instructions of the Group CIO and the Group CRO, establishes measures for risk management through autonomous control activities by the first line, and monitoring, measurement, and evaluation by the second line of such autonomous control activities by the first line and give instructions to prevent cybersecurity risks that may arise from fraud or outsourcing, and to respond appropriately to cyber incidents.

The Group CISO has been engaged in the IT and systems industry for more than 30 years and, with extensive knowledge and experience, is responsible for the planning and operation of cybersecurity risk management.

Based on the instructions of the Group CISO, the Cybersecurity Management Department identifies possible cybersecurity risks to our business and systems, evaluates our preparedness, assesses risks identified by analyzing the location and magnitude of cybersecurity risks, and then reviews and formulates additional measures to strengthen risk control, such as preventive measures and reactive responses, and strengthens risk control and governance through reflection in business plans.

The Cybersecurity Management Department reports to the Group CISO on the status of cybersecurity risk management, and the Group CISO reports, and if applicable, submits proposals for deliberation, to the Management Committee via the IT Strategy Promotion Committee and to the Board of Directors, each on the status of our cybersecurity measures, etc., with the aim of developing and strengthening a system for ensuring cybersecurity.

We have appointed a person in charge of cybersecurity and have established a communication system at group companies, to monitor the status of our cybersecurity measures and to quickly gather information when an incident occurs.

Initiatives for Cybersecurity Measures

Based on the cybersecurity risks identified and assessed by the Cybersecurity Management Department, Mizuho Financial Group promotes cybersecurity risk management measures across the group, globally and in our supply chains. Specifically, the Mizuho-Cyber Incident Response Team *4 and other highly qualified professionals are deployed, and a 24-hour, 365-day a year monitoring system is in place using an integrated Security Operation Center *5, etc., while making full use of intelligence and advanced technologies in cooperation with external specialized agencies.

*2 IT/Digital Transformation Committee (as described in “Item6.C. Board Practices”)

*3 Three lines of defense (concept for defining and classifying organizational functions and responsibilities in risk management and compliance)

*4 Cyber Incident Response Team (incident response teams within the Cybersecurity Management Department that specialize in information security issues within the organization)

*5 Security Operation Center (a specialized team within the Cybersecurity Management Department that monitors and analyzes threats to information systems in organizations such as enterprises)

Our systems have a virus analysis and a multi-layered defense mechanism, and we are working to strengthen our resilience by implementing Threat-Led Penetration Testing *6 to test the effectiveness of these technical measures and the effectiveness of the response process.

We are also focusing on human resources development, such as conducting study groups for directors including outside directors, cybersecurity training for each executive layer, and phishing email training for all executives and employees at least once every six months.

We confirm in advance and on a regular basis the security management preparedness, including responses in the event of a cyber-incident, of third parties such as cloud service providers that provide outsourcing and cloud services. When we receive reports of cyber-incidents from third parties, in addition to identifying and analyzing the impact on the group, we also strive to respond appropriately to risks when there is concern about the impact on the group.

In order to evaluate the maturity of these cybersecurity measures, we refer to third party assessment by the Cybersecurity Assessment Tool of the Federal Financial Institutions Examination Council and the Cybersecurity Framework of the National Institute of Standards and Technology.

Impact and Response When a Cyber-Incident Occurs

As a result of our enhanced cybersecurity measures, we are not aware of any past cyber-attacks that could have had a significant impact on investor decisions or could have materially affected our business operations, results of operations and financial condition. However, in the event of a cyber-attack due to a failure to strengthen cybersecurity measures, leaks or falsification of electronic data, suspension of business operations, information leaks, and unauthorized remittances may occur and cause inconvenience and disadvantage to our customers. In addition, our business operations, results of operations and financial condition may be materially affected by compensation for damages, administrative actions and damage to reputation.

In the unlikely event that a cyber-incident is detected, or if it is determined on firm grounds that the likelihood of a cyber-incident occurring is very high, the Cybersecurity Management Department will report the cyber-incident to the Group CISO. The Group CISO reports to the Management Committee and the Board of Directors when particularly important incidents occur or are likely to occur.

Based on the instructions from the Group CISO, the Cybersecurity Management Department monitors the cause of the incident (including incidents for which the likelihood of occurrence is determined on firm grounds to be very high), the nature and extent of the damage or expected damage, supports the formulation of effective containment, eradication, and recovery measures, analyzes attack methods or expected attack methods based on cyber-incident information, and conducts incident response.

Even after incident recovery, the Cybersecurity Management Department monitors changes that could lead to cyber-incidents in the group and promptly reports to the Group CISO when a breach of the threshold is identified. In addition, the Cybersecurity Management Department analyzes and evaluates the status of causes and risks, and implements necessary measures after consulting with the Group CISO on the response policy.

*6 Threat-Led Penetration Testing (evaluation of systems and response processes by analyzing targeted threats and conducting attacks that mimic actual attacks)

PART III

ITEM 17. FINANCIAL STATEMENTS

We have elected to provide the financial statements and related information specified in Item 18.

ITEM 18. FINANCIAL STATEMENTS

The information required by this item is set forth in our consolidated financial statements starting on page F-1 of this annual report.

ITEM 19. EXHIBITS

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
1.1	Articles of Incorporation of Mizuho Financial Group, Inc., dated March 2, 2023 (English Translation)*
1.2	Regulations of the Board of Directors of Mizuho Financial Group, Inc., as amended on April 1, 2024 (English Translation)
1.3	Share Handling Regulations of Mizuho Financial Group, Inc., dated September 1, 2022 (English Translation)*
2.1	Form of American Depositary Receipt**
2.2	Form of Deposit Agreement, amended and restated as of April 2, 2018, among the registrant, The Bank of New York Mellon as Depositary and all owners and holders from time to time of American Depositary Receipts issued thereunder***
2.3	Description of Our Shares of Common Stock and Preferred Stock—see “Item 10.B. Memorandum and Articles of Association.”
2.4	Description of Our American Depositary Shares**
8	List of significant subsidiaries of Mizuho Financial Group, Inc.—see “Item 4.C. Information on the Company—Organizational Structure.”
11.1	Code of Ethics for Financial Professionals of Mizuho Financial Group, Inc., as amended on April 1, 2024 (English Translation)
11.2	Procedures for Controlling Insider Trading of Mizuho Financial Group, Inc., as amended on June 20, 2023 (English Translation)
11.3	Regulations Pertaining to the Financial Transactions of Executives of Mizuho Financial Group, Inc., as amended on April 1, 2024 (English Translation)
12.1	CEO Certification required by Rule 13a-14(a) (17 CFR 240.13a-14(a)).
12.2	CFO Certification required by Rule 13a-14(a) (17 CFR 240.13a-14(a)).
13.1	Certification required by Rule 13a-14(b) (17 CFR 240.13a-14(b)) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350).
15	Consent of Independent Registered Public Accounting Firm
97	Recovery Policy for Executive Compensation
101.INS	Inline XBRL Instance Document—the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Taxonomy Extension Schema
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase
104	The cover page for the Company's Annual Report on Form 20-F for the year ended March 31, 2024, has been formatted in Inline XBRL

* Incorporated by reference to our annual report on Form 20-F (No. 001-33098) filed on June 28, 2023.

** Incorporated by reference to our annual report on Form 20-F (No. 001-33098) filed on July 2, 2021.

*** Incorporated by reference to our annual report on Form 20-F (No. 001-33098) filed on July 3, 2018, except Exhibit A thereto. For the latest Exhibit A, see Exhibit 2.1 to our annual report on Form 20-F (No. 001-33098) filed on July 2, 2021.

SELECTED STATISTICAL DATA

In preparing the selected statistical data set forth below, foreign activities are defined as business transactions that involve customers residing outside of Japan. However, as the operations of Mizuho Financial Group, Inc. and its subsidiaries (“the MHFG Group” or “the Group”) are highly and globally integrated, the MHFG Group has made certain estimates and assumptions in allocating assets, liabilities, income and expense between domestic and foreign operations. The Group considers domestic and foreign activities determined by such methods to be representative of the Group’s operations.

I. Distribution of assets, liabilities and equity; interest rates and interest differential

Average balances of balance sheet items, interest and dividend income, interest expense and average yields and rates

The following tables show the MHFG Group's average balances of balance sheet items, Interest and dividend income, Interest expense, average yields on interest-earning assets, and average rates on interest-bearing liabilities for the fiscal years ended March 31, 2022, 2023 and 2024. Average balances are generally based on a daily average. Month-end, quarter-end or half-year-end averages are used for certain average balances where it is not practicable to obtain applicable daily averages. The average balances determined by such methods are considered to be representative of the MHFG Group's operations.

	2022			2023			2024		
	Average balance	Interest and dividend income	Average yield	Average balance	Interest and dividend income	Average yield	Average balance	Interest and dividend income	Average yield
(in billions of yen, except percentages)									
Assets:									
Interest-earning assets:									
Interest-bearing deposits in other banks:									
Domestic	35,407	31	0.09%	39,586	30	0.07%	45,926	30	0.07%
Foreign	13,701	26	0.19%	16,626	476	2.86%	19,600	991	5.06%
Total	49,108	57	0.12%	56,212	506	0.90%	65,526	1,021	1.56%
Call loans and funds sold:									
Domestic	2,178	—	(0.01%)	3,367	—	0.01%	4,889	—	0.00%
Foreign	557	1	0.28%	1,019	14	1.34%	1,031	33	3.21%
Total	2,735	1	0.05%	4,386	14	0.32%	5,920	33	0.56%
Receivables under resale agreements and securities borrowing transactions:									
Domestic	11,340	1	0.01%	8,649	47	0.54%	8,980	72	0.80%
Foreign	8,353	35	0.43%	9,049	261	2.88%	11,663	667	5.72%
Total	19,693	36	0.19%	17,698	308	1.74%	20,643	739	3.58%
Trading account assets:									
Domestic	5,781	85	1.47%	5,938	96	1.61%	6,554	91	1.40%
Foreign	13,513	160	1.18%	11,582	330	2.85%	15,142	623	4.12%
Total	19,294	245	1.27%	17,520	426	2.43%	21,697	715	3.29%
Investments:									
Domestic	28,806	93	0.32%	28,172	96	0.34%	24,888	96	0.38%
Foreign	4,979	54	1.07%	5,191	79	1.53%	7,332	210	2.87%
Total	33,785	147	0.43%	33,363	175	0.53%	32,220	306	0.95%
Loans ⁽¹⁾ :									
Domestic	56,690	473	0.83%	57,462	558	0.97%	58,582	636	1.09%
Foreign	32,295	485	1.50%	37,035	1,402	3.79%	38,942	2,317	5.95%
Total	88,985	958	1.08%	94,497	1,960	2.07%	97,524	2,953	3.03%
Total interest-earning assets:									
Domestic	140,202	683	0.49%	143,174	827	0.58%	149,820	925	0.62%
Foreign	73,398	761	1.04%	80,502	2,562	3.18%	93,710	4,842	5.17%
Total	213,600	1,444	0.68%	223,676	3,389	1.52%	243,529	5,767	2.37%
Noninterest-earning assets:									
Cash and due from banks	3,401			2,553			2,148		
Other noninterest-earning assets ⁽²⁾	17,561			22,769			28,538		
Allowance for credit losses	(708)			(740)			(727)		
Total noninterest-earning assets	20,254			24,582			29,959		
Total average assets	233,854			248,258			273,489		

Notes:

- (1) Average balances of loans include all nonaccrual loans. The amortized portion of net loan origination fees (costs) is included in interest income on loans.
- (2) The fair value carrying amounts of derivative contracts are reported in Other noninterest-earning assets.

Within total average assets, the percentage attributable to foreign activities was 34.5%, 36.3% and 39.5%, respectively, for the fiscal years ended March 31, 2022, 2023 and 2024.

	2022			2023			2024		
	Average balance	Interest expense	Average rate	Average balance	Interest expense	Average rate	Average balance	Interest expense	Average rate
(in billions of yen, except percentages)									
Liabilities and equity:									
Interest-bearing liabilities:									
Deposits:									
Domestic	95,350	7	0.01%	96,854	71	0.07%	98,446	130	0.13%
Foreign	31,592	69	0.22%	37,983	990	2.61%	44,214	2,047	4.63%
Total	126,942	76	0.06%	134,837	1,061	0.79%	142,660	2,177	1.53%
Call money and funds purchased:									
Domestic	1,211	—	0.01%	1,602	1	0.10%	1,841	2	0.13%
Foreign	503	1	0.20%	593	16	2.65%	427	20	4.63%
Total	1,714	1	0.06%	2,195	17	0.79%	2,268	22	0.98%
Payables under repurchase agreements and securities lending transactions:									
Domestic	5,975	6	0.10%	7,140	68	0.95%	7,250	137	1.89%
Foreign	21,849	35	0.16%	20,772	603	2.90%	29,076	1,580	5.43%
Total	27,824	41	0.15%	27,912	671	2.40%	36,326	1,716	4.72%
Other short-term borrowings ⁽¹⁾ :									
Domestic	7,100	2	0.03%	3,503	5	0.16%	2,268	5	0.21%
Foreign	2,187	3	0.17%	1,810	55	2.98%	1,790	91	5.08%
Total	9,287	5	0.06%	5,313	60	1.12%	4,058	96	2.36%
Trading account liabilities:									
Domestic	2,190	46	2.09%	4,277	56	1.32%	4,567	53	1.16%
Foreign	1,069	14	1.31%	1,547	45	2.91%	1,800	122	6.77%
Total	3,259	60	1.83%	5,824	101	1.74%	6,366	175	2.75%
Long-term debt:									
Domestic	11,098	176	1.59%	12,587	229	1.82%	14,353	308	2.15%
Foreign	1,026	15	1.41%	1,270	41	3.24%	1,403	68	4.86%
Total	12,124	191	1.57%	13,857	270	1.95%	15,757	376	2.39%
Total interest-bearing liabilities:									
Domestic	122,924	237	0.19%	125,963	430	0.34%	128,724	634	0.49%
Foreign	58,226	137	0.24%	63,975	1,750	2.73%	78,710	3,928	4.99%
Total	181,150	374	0.21%	189,938	2,180	1.15%	207,434	4,562	2.20%
Noninterest-bearing liabilities ⁽²⁾									
	43,681			49,721			56,954		
Equity									
	9,023			8,599			9,101		
Total average liabilities and equity									
	233,854			248,258			273,489		
Net interest income and average interest rate spread									
		1,070	0.47%		1,209	0.37%		1,205	0.17%
Net interest income as a percentage of average total interest-earning assets									
			0.50%			0.54%			0.49%

Notes:

(1) Other short-term borrowings include commercial paper.

(2) The fair value carrying amounts of derivative contracts are reported in Noninterest-bearing liabilities.

Within total average liabilities, which is the total of interest-bearing liabilities and noninterest-bearing liabilities shown in the above table, the percentage attributable to foreign activities was 29.6%, 32.6% and 34.9%, respectively, for the fiscal years ended March 31, 2022, 2023 and 2024.

Analysis of net interest income

The following tables show changes in the MHFG Group's Interest and dividend income, Interest expense, and Net interest income based on changes in volume and changes in rate for the fiscal year ended March 31, 2023 compared to the fiscal year ended March 31, 2022 and the fiscal year ended March 31, 2024 compared to the fiscal year ended March 31, 2023. Changes attributable to the combined impact of changes in rate and volume have been allocated proportionately to the changes due to volume changes and changes due to rate changes.

	Fiscal year ended March 31, 2023 versus fiscal year ended March 31, 2022			Fiscal year ended March 31, 2024 versus fiscal year ended March 31, 2023		
	Increase (decrease) due to changes in		Net change	Increase (decrease) due to changes in		Net change
	Volume	Yield		Volume	Yield	
(in billions of yen)						
Interest and dividend income:						
Interest-bearing deposits in other banks:						
Domestic	4	(5)	(1)	5	(4)	1
Foreign	5	445	450	85	429	515
Total	9	440	449	90	426	516
Call loans and funds sold:						
Domestic	—	—	—	—	—	—
Foreign	1	12	13	—	19	19
Total	1	12	13	—	19	19
Receivables under resale agreements and securities borrowing transactions:						
Domestic	—	46	46	2	23	25
Foreign	3	223	226	75	331	406
Total	3	269	272	77	354	431
Trading account assets:						
Domestic	2	9	11	10	(14)	(4)
Foreign	(22)	192	170	102	192	293
Total	(20)	201	181	111	177	289
Investments:						
Domestic	(2)	5	3	(11)	11	—
Foreign	2	23	25	33	98	131
Total	—	28	28	22	109	131
Loans:						
Domestic	6	79	85	11	68	78
Foreign	71	846	917	72	842	914
Total	77	925	1,002	83	910	993
Total interest and dividend income:						
Domestic	10	134	144	16	83	100
Foreign	60	1,741	1,801	367	1,911	2,279
Total	70	1,875	1,945	383	1,995	2,378

	Fiscal year ended March 31, 2023 versus fiscal year ended March 31, 2022			Fiscal year ended March 31, 2024 versus fiscal year ended March 31, 2023		
	Increase (decrease) due to changes in		Net change	Increase (decrease) due to changes in		Net change
	Volume	Yield		Volume	Yield	
(in billions of yen)						
Interest expense:						
Deposits:						
Domestic	—	64	64	1	57	59
Foreign	14	907	921	162	895	1,057
Total	14	971	985	164	952	1,116
Call money and funds purchased:						
Domestic	—	1	1	—	1	1
Foreign	—	15	15	(4)	8	4
Total	—	16	16	(4)	9	5
Payables under repurchase agreements and securities lending transactions:						
Domestic	1	61	62	1	68	69
Foreign	(1)	569	568	241	736	977
Total	—	630	630	242	803	1,045
Other short-term borrowings:						
Domestic	—	3	3	(2)	1	(1)
Foreign	(1)	53	52	(1)	38	37
Total	(1)	56	55	(3)	39	36
Trading account liabilities:						
Domestic	43	(33)	10	4	(7)	(3)
Foreign	6	25	31	7	70	77
Total	49	(8)	41	11	62	74
Long-term debt:						
Domestic	24	29	53	32	47	79
Foreign	3	23	26	4	23	27
Total	27	52	79	36	70	106
Total interest expense:						
Domestic	68	125	193	36	167	203
Foreign	21	1,592	1,613	410	1,769	2,179
Total	89	1,717	1,806	447	1,935	2,382
Net interest income:						
Domestic	(58)	9	(49)	(20)	(83)	(103)
Foreign	39	149	188	(43)	143	100
Total	(19)	158	139	(63)	59	(4)

II. Investment portfolio

The following table shows the book value, contractual maturity and the weighted average yield of held-to-maturity securities at March 31, 2024. The amortized cost is the basis of the book value for held-to-maturity securities. The weighted average yield is calculated based on the amortized cost for held-to-maturity securities and considers the contractual coupon, amortization of premiums and accretion of discounts and excludes the effects of any related hedging derivatives.

	Maturity									
	One year or less		After one year through five years		After five years through ten years		After ten years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
	(in billions of yen, except percentages)									
Held-to-maturity securities:										
Domestic:										
Japanese government bonds	100	0.47%	180	0.09%	240	0.21%	—	—	519	0.22%
Total domestic	<u>100</u>	0.47%	<u>180</u>	0.09%	<u>240</u>	0.21%	<u>—</u>	<u>—</u>	<u>519</u>	0.22%
Foreign:										
Agency mortgage-backed securities	—	—	—	—	—	—	3,528	4.82%	3,528	4.82%
Total foreign	<u>—</u>	—	<u>—</u>	—	<u>—</u>	—	<u>3,528</u>	4.82%	<u>3,528</u>	4.82%
Total	<u>100</u>	0.47%	<u>180</u>	0.09%	<u>240</u>	0.21%	<u>3,528</u>	4.82%	<u>4,048</u>	4.23%

In addition to held-to-maturity securities, the MHFG Group's Investments also include available-for-sale securities, equity securities and other investments. See Note 3 "Investments" to the consolidated financial statements included elsewhere in this annual report for information regarding available-for-sale securities, equity securities and other investments.

III. Loans

Maturities and sensitivities of loans to changes in interest rates

The following table shows the details of the loan portfolio by time remaining until maturity by category at March 31, 2024:

	Maturity				Total	Loans due after one year	
	One year or less	After one year through five years	After five years through fifteen years	After fifteen years		Floating rates	Fixed rates
	(in billions of yen)						
Domestic:							
Corporate:							
Large companies	18,962	17,581	8,490	888	45,921	18,163	8,796
Small and medium-sized companies	947	767	554	168	2,436	1,076	414
Retail:							
Housing Loan	509	1,609	2,984	2,067	7,170	5,678	982
Others	752	420	197	33	1,403	307	343
Sovereign	1,929	319	166	32	2,447	159	359
Banks and other financial institutions	576	641	15	—	1,231	373	282
Total domestic	<u>23,676</u>	<u>21,337</u>	<u>12,406</u>	<u>3,189</u>	<u>60,608</u>	<u>25,756</u>	<u>11,177</u>
Foreign:							
Corporate	14,942	15,633	2,972	358	33,905	18,015	947
Retail	1	2	3	4	10	7	2
Sovereign	239	167	281	—	687	448	—
Banks and other financial institutions	1,264	1,932	40	—	3,235	1,855	116
Total foreign	<u>16,446</u>	<u>17,733</u>	<u>3,296</u>	<u>362</u>	<u>37,837</u>	<u>20,326</u>	<u>1,065</u>
Total	<u>40,121</u>	<u>39,070</u>	<u>15,702</u>	<u>3,551</u>	<u>98,445</u>	<u>46,082</u>	<u>12,242</u>

IV. Allowance for credit losses on loans

The following table shows the credit ratios of the MHFG Group's loans, nonaccrual loans and allowance for credit losses at March 31, 2023 and 2024:

(1) Allowance for credit losses to total loans

	<u>Allowance for credit losses</u>	<u>Total loans</u>	<u>Ratio of allowance for credit losses to total loans</u>
	(in billions of yen, except percentages)		
2023			
Domestic:			
Corporate:			
Large companies	457	43,365	1.05%
Small and medium-sized companies	49	2,999	1.64%
Retail:			
Housing Loan	51	7,507	0.69%
Others	12	1,548	0.78%
Sovereign	—	1,866	—
Banks and other financial institutions	1	645	0.13%
Total domestic	<u>570</u>	<u>57,930</u>	<u>0.98%</u>
Foreign	<u>131</u>	<u>36,246</u>	<u>0.36%</u>
Total	<u><u>701</u></u>	<u><u>94,176</u></u>	<u><u>0.74%</u></u>

	<u>Allowance for credit losses</u>	<u>Total loans</u>	<u>Ratio of allowance for credit losses to total loans</u>
	(in billions of yen, except percentages)		
2024			
Domestic:			
Corporate:			
Large companies	528	45,921	1.15%
Small and medium-sized companies	36	2,436	1.48%
Retail:			
Housing Loan	45	7,170	0.63%
Others	11	1,403	0.76%
Sovereign	—	2,447	—
Banks and other financial institutions	—	1,231	0.02%
Total domestic	<u>620</u>	<u>60,608</u>	<u>1.02%</u>
Foreign	<u>130</u>	<u>37,837</u>	<u>0.34%</u>
Total	<u><u>750</u></u>	<u><u>98,445</u></u>	<u><u>0.76%</u></u>

Ratio of allowance for credit losses to total loans in large companies of corporate under Domestic increased by 0.10% from 1.05% at March 31, 2023 to 1.15% at March 31, 2024 due mainly to changes in the business environment surrounding some large borrowers.

(2) Nonaccrual loans to total loans

	<u>Nonaccrual loans</u>	<u>Total loans</u>	<u>Ratio of nonaccrual loans to total loans</u>
	(in billions of yen, except percentages)		
2023			
Domestic:			
Corporate:			
Large companies	980	43,365	2.26%
Small and medium-sized companies	122	2,999	4.05%
Retail:			
Housing Loan	39	7,507	0.52%
Others	55	1,548	3.58%
Sovereign	—	1,866	—
Banks and other financial institutions	—	645	—
Total domestic	<u>1,196</u>	<u>57,930</u>	<u>2.06%</u>
Foreign	<u>136</u>	<u>36,246</u>	<u>0.38%</u>
Total	<u><u>1,332</u></u>	<u><u>94,176</u></u>	<u><u>1.41%</u></u>
	<u>Nonaccrual loans</u>	<u>Total loans</u>	<u>Ratio of nonaccrual loans to total loans</u>
	(in billions of yen, except percentages)		
2024			
Domestic:			
Corporate:			
Large companies	967	45,921	2.11%
Small and medium-sized companies	97	2,436	4.00%
Retail:			
Housing Loan	35	7,170	0.49%
Others	49	1,403	3.53%
Sovereign	—	2,447	—
Banks and other financial institutions	—	1,231	—
Total domestic	<u>1,149</u>	<u>60,608</u>	<u>1.90%</u>
Foreign	<u>127</u>	<u>37,837</u>	<u>0.34%</u>
Total	<u><u>1,276</u></u>	<u><u>98,445</u></u>	<u><u>1.30%</u></u>

Ratio of nonaccrual loans to total loans in large companies of corporate under Domestic decreased by 0.15% from 2.26% at March 31, 2023 to 2.11% at March 31, 2024 due to a decrease in nonaccrual loans and an increase in total loans.

(3) Allowance for credit losses to nonaccrual loans

	<u>Allowance for credit losses</u>	<u>Nonaccrual loans</u>	<u>Ratio of allowance for credit losses to nonaccrual loans</u>
	(in billions of yen, except percentages)		
2023			
Domestic:			
Corporate:			
Large companies	457	980	46.62%
Small and medium-sized companies	49	122	40.39%
Retail:			
Housing Loan	51	39	132.62%
Others	12	55	21.72%
Sovereign	—	—	—
Banks and other financial institutions	<u>1</u>	<u>—</u>	<u>—</u>
Total domestic	570	1,196	47.70%
Foreign	<u>131</u>	<u>136</u>	<u>95.92%</u>
Total	<u><u>701</u></u>	<u><u>1,332</u></u>	<u><u>52.63%</u></u>

	<u>Allowance for credit losses</u>	<u>Nonaccrual loans</u>	<u>Ratio of allowance for credit losses to nonaccrual loans</u>
	(in billions of yen, except percentages)		
2024			
Domestic:			
Corporate:			
Large companies	528	967	54.55%
Small and medium-sized companies	36	97	36.99%
Retail:			
Housing Loan	45	35	129.68%
Others	11	49	21.59%
Sovereign	—	—	—
Banks and other financial institutions	<u>—</u>	<u>—</u>	<u>—</u>
Total domestic	620	1,149	53.95%
Foreign	<u>130</u>	<u>127</u>	<u>102.48%</u>
Total	<u><u>750</u></u>	<u><u>1,276</u></u>	<u><u>58.78%</u></u>

Ratio of allowance for credit losses to nonaccrual loans in large companies of corporate under Domestic increased by 7.93% from 46.62% at March 31, 2023 to 54.55% at March 31, 2024 due mainly to changes in the business environment surrounding some large borrowers.

The following table shows ratio of net charge-offs to average loans at March 31, 2023 and 2024:

	<u>Average loans</u>	<u>Net charge-offs</u>	<u>Ratio of net charge-offs to average loans</u>
	(in billions of yen, except percentages)		
2023			
Domestic:			
Corporate:			
Large companies	42,778	147	0.34%
Small and medium-sized companies	3,071	—	—
Retail:			
Housing Loan	7,643	2	0.02%
Others	1,628	3	0.19%
Sovereign	1,781	—	—
Banks and other financial institutions	700	—	—
Total domestic	<u>57,601</u>	<u>152</u>	<u>0.26%</u>
Foreign	<u>36,666</u>	<u>65</u>	<u>0.18%</u>
Total	<u><u>94,267</u></u>	<u><u>217</u></u>	<u><u>0.23%</u></u>
	<u>Average loans</u>	<u>Net charge-offs</u>	<u>Ratio of net charge-offs to average loans</u>
	(in billions of yen, except percentages)		
2024			
Domestic:			
Corporate:			
Large companies	44,729	23	0.05%
Small and medium-sized companies	2,733	3	0.10%
Retail:			
Housing Loan	7,342	1	0.01%
Others	1,474	3	0.18%
Sovereign	2,084	—	—
Banks and other financial institutions	836	—	—
Total domestic	<u>59,197</u>	<u>29</u>	<u>0.05%</u>
Foreign	<u>37,609</u>	<u>5</u>	<u>0.01%</u>
Total	<u><u>96,807</u></u>	<u><u>34</u></u>	<u><u>0.04%</u></u>

The following table shows an allocation of the MHFG Group's allowance for credit losses and the percentage of loans in each category to total loans at March 31, 2023 and 2024:

	2023		2024	
	Amount	% of loans in each category to total loans	Amount	% of loans in each category to total loans
(in billions of yen, except percentages)				
Domestic:				
Corporate:				
Large companies	457	46.05%	528	46.65%
Small and medium-sized companies	49	3.19%	36	2.47%
Retail:				
Housing Loan	51	7.97%	45	7.28%
Others	12	1.64%	11	1.42%
Sovereign	—	1.98%	—	2.49%
Banks and other financial institutions	1	0.68%	—	1.25%
Total domestic	570	61.51%	620	61.57%
Foreign	131	38.49%	130	38.43%
Total	701	100.00%	750	100.00%

V. Deposits

The following table shows the average amount of, and the average rate on, the following deposit categories for the fiscal years ended March 31, 2022, 2023 and 2024:

	2022		2023		2024	
	Average amount	Average rate	Average amount	Average rate	Average amount	Average rate
	(in billions of yen, except percentages)					
Domestic offices:						
Noninterest-bearing demand deposits	26,071	—	27,205	—	28,177	—
Interest-bearing demand deposits	63,627	—	65,641	0.04%	69,050	0.08%
Time deposits	17,989	0.03%	18,640	0.24%	21,031	0.36%
Certificates of deposit	13,734	—	12,573	—	8,365	—
Foreign offices:						
Noninterest-bearing demand deposits	2,741	—	2,838	—	2,960	—
Interest-bearing deposits, principally time deposits	24,669	0.23%	30,466	2.55%	34,218	4.52%
Certificates of deposit	6,923	0.20%	7,517	2.82%	9,996	5.00%
Total	155,754	0.05%	164,880	0.64%	173,796	1.25%

The total amounts of deposits by foreign depositors in domestic offices at March 31, 2022, 2023 and 2024 were ¥1,581 billion, ¥1,419 billion and ¥1,182 billion, respectively.

The estimated amounts of uninsured deposits at March 31, 2023 and 2024 were ¥126,067 billion and ¥114,173 billion, respectively. The uninsured deposits refer to the amounts of deposit accounts under certain categories that are not covered by the relevant insurance regimes and the aggregate amounts of the uninsured deposit accounts that exceed the respective limit of the insurance regime in each local jurisdiction. In Japan, categories such as deposits denominated in foreign currency and certificates of deposits are uninsured, and the insurance limit per client is ¥10 million. At March 31, 2024, the estimated amounts and remaining maturities of uninsured time deposits and certificates of deposit are shown in the following table:

	Time deposits	Certificates of deposit	Total
	(in billions of yen)		
Domestic offices:			
Due in three months or less	11,150	1,739	12,889
Due after three months through six months	2,181	324	2,506
Due after six months through twelve months	2,861	277	3,137
Due after twelve months	838	122	960
Total	17,031	2,461	19,492
Foreign offices:			
Due in three months or less	20,569	6,807	27,376
Due after three months through six months	2,471	1,449	3,920
Due after six months through twelve months	1,326	528	1,854
Due after twelve months	50	345	395
Total ^(Note)	24,416	9,129	33,545
Total	41,447	11,591	53,037

Note: The estimated amount that exceeded the Federal Deposit Insurance Corporation insurance limit in the United States was ¥683 billion as of March 31, 2024.

MIZUHO FINANCIAL GROUP, INC.

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Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of
Mizuho Financial Group, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Mizuho Financial Group, Inc. and subsidiaries (the “Company”) as of March 31, 2024 and 2023, the related consolidated statements of income, comprehensive income, equity and cash flows for each of the three years in the period ended March 31, 2024, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at March 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended March 31, 2024, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of March 31, 2024, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated June 26, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Allowance for Credit Losses

Description of the Matter

The Company's loan portfolio and the associated allowance for credit losses (ACL) for the loan portfolio, were JPY 98,445 billion and JPY 750 billion as of March 31, 2024, respectively. As discussed in Notes 1 and 5 to the consolidated financial statements, the allowance for credit losses involves significant judgments on several matters including expectations of future economic conditions, assignment of obligor ratings, valuation of collateral, and the consideration of qualitative adjustments. When determining expected credit losses, a single forward-looking macroeconomic scenario is considered over a reasonable and supportable forecast period. In terms of the internal risk ratings, for the corporate portfolio segment, the credit quality review process and the credit rating process serve as the basis for determining the allowance for credit losses on loans. Through such processes loans are categorized into groups to reflect the probability of default (PD), whereby the Company's management assesses the ability of borrowers to service their debt, taking into consideration current financial information, ability to generate cash, historical payment experience, analysis of relevant industry segments and current trends. For the retail portfolio segment, the different categories of past due status of loans are primarily utilized in the credit quality review and the credit rating processes as the basis for determining the allowance for credit losses on loans. The quantitative calculation covers expected credit losses over an instrument's expected life and is estimated by applying credit loss factors to the Company's estimated exposure at default (EAD). The credit loss factors incorporate the PD as well as the loss given default (LGD) based on the historical loss rates. To supplement the historical loss data for overseas obligors, external credit ratings such as S&P are also used to calculate the PD.

The Company's methodology for determining ACL on loans also considers the imprecision inherent in the methodologies used. As a result, the amounts determined under the methodologies described above are adjusted by management to consider the potential impact of other qualitative factors which include, but are not limited to, imprecision in macroeconomic scenario assumptions and emerging risks related to changes in the environment that affect specific portfolio segments including segments impacted by the Russia-Ukraine situation. Considering internal and external factors affecting the credit quality of the portfolio, the Company incorporated the estimated impact of the Russia-Ukraine situation, interest rates hike on domestic obligors and other factors contributing to economic uncertainty into the macroeconomic scenario by using assumptions such as the future outlook of the business environment for specific portfolio segments and the current forecast for the growth rate of gross domestic product. The Company incorporated the estimated impact of the Russia-Ukraine situation by considering the country risk arising from the continued sanctions against Russia and the downgrading of their credit rating.

Auditing management's ACL estimate is challenging due to the models used to estimate the PD, LGD and EAD which incorporate a forward-looking macroeconomic scenario and due to the subjective nature of the qualitative factors which require auditor judgment. Therefore, specialists who have experience in the industry are necessary.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of the controls over the Company's process for establishing the ACL, including management's controls over (i) selection and implementation of the forward-looking macroeconomic scenario used in determining PD, LGD and EAD, (ii) expected loss models and methodologies used in quantitative calculations,

including model validation, (iii) completeness and accuracy of key inputs and assumptions used in quantitative calculations and (iv) adjustments to reflect management's consideration of qualitative factors.

With the support of our specialists, we assessed the macroeconomic scenario by, among other procedures, evaluating management's methodology and agreeing a sample of key economic factors used to external sources. We also performed and considered the results of various sensitivity analyses and analytical procedures, including comparison of a sample of the key economic factors to external sources different than the Company's, historical statistics and peer bank information.

With respect to expected loss models, with the support of our specialists, we evaluated model design and re-performed the expected loss calculation for a sample of models. We also tested the appropriateness of key inputs and assumptions used in these models by agreeing a sample of inputs to internal and external sources, including historical loss statistics.

Regarding management's qualitative adjustments to the quantitative calculation, with support of our specialists, we evaluated the macroeconomic factors and emerging risks related to changes in the environment impacting specific industries within the corporate and retail portfolio segments. We also evaluated and tested internal and external data used in the qualitative adjustments by agreeing significant inputs and underlying data to internal and external sources, when available, that corroborated or contradicted management's assumptions used in the qualitative adjustments.

We evaluated the overall ACL amount, including model estimates and qualitative adjustments to the quantitative calculation, and whether the ACL appropriately reflects expected credit losses on the loan portfolio. We reviewed peer-bank information, subsequent events and transactions including changes to the obligor ratings and other credit trends and considered whether they corroborate or contradict the Company's measurement of the ACL.

Valuation of Certain Level 3 Financial Instruments

Description of the Matter

As described in Notes 1 and 26 to the consolidated financial statements, the Company carries various types of over-the-counter derivatives and long-term debt instruments with embedded derivatives measured at fair value. The Company carried JPY 33 billion, JPY 104 billion and JPY 427 billion of derivative assets, derivative liabilities and long-term debt with embedded derivatives measured at fair value as of March 31, 2024, respectively. These financial instruments are classified within Level 3 of the fair value hierarchy, which is defined as having unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Management utilizes internally developed valuation models and unobservable inputs to value certain level 3 financial instruments. The significant unobservable inputs used by management to value these financial instruments include correlation and volatility.

Auditing management's valuation of certain level 3 financial instruments is challenging because the determination of certain valuation models and significant unobservable inputs requires significant judgment and effort in performing procedures related to valuing these instruments.

*How We Addressed the
Matter in Our Audit*

We obtained an understanding, evaluated the design and tested the operating effectiveness of the controls over the Company's derivatives and long-term debt fair value measurement processes. The controls tested included, but were not limited to, controls over significant unobservable inputs in the fair value measurements and controls over the appropriateness of the valuation models.

Our audit procedures included, among others, evaluating the valuation techniques used, testing certain significant unobservable inputs used, comparing the Company's valuation inputs to independent, third-party market information, when available, developing an independent estimate of fair value for a sample of these financial instruments using independent valuation models, and comparing management's estimate to the independently developed estimate of fair value. We involved our specialists to evaluate certain significant unobservable inputs, and to perform a valuation of a sample of these financial instruments independent from the Company's estimate of fair value.

/s/ Ernst & Young ShinNihon LLC

We have served as the Company's auditor for SEC reporting purposes since 2006, and as its Japanese statutory auditor since 2000, which included the years we served as joint auditors.

Tokyo, Japan
June 26, 2024

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of
Mizuho Financial Group, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Mizuho Financial Group, Inc. and subsidiaries' internal control over financial reporting as of March 31, 2024, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Mizuho Financial Group, Inc. and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of March 31, 2024, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of March 31, 2024 and 2023, the related consolidated statements of income, comprehensive income, equity and cash flows for each of the three years in the period ended March 31, 2024, and the related notes and our report dated June 26, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young ShinNihon LLC

Tokyo, Japan
June 26, 2024

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES

**CONSOLIDATED BALANCE SHEETS
MARCH 31, 2023 AND 2024**

	<u>2023</u>	<u>2024</u>
	(in millions of yen)	
Assets:		
Cash and due from banks	2,241,929	2,046,324
Interest-bearing deposits in other banks	65,750,366	72,066,719
Call loans and funds sold	1,647,472	1,392,098
Receivables under resale agreements	11,695,014	20,534,728
Receivables under securities borrowing transactions	1,891,576	2,351,784
Trading account assets (including assets pledged that secured parties are permitted to sell or repledge of ¥7,355,733 million in 2023 and ¥11,722,063 million in 2024)	29,641,038	36,759,812
Investments (Note 3):		
Available-for-sale securities (including assets pledged that secured parties are permitted to sell or repledge of ¥2,466,444 million in 2023 and ¥2,692,031 million in 2024), net of allowance	23,233,769	17,713,335
Held-to-maturity securities (including assets pledged that secured parties are permitted to sell or repledge of ¥1,594,501 million in 2023 and ¥3,767,997 million in 2024)	2,050,107	4,047,547
Equity securities	3,691,870	5,152,893
Other investments	667,201	884,496
Loans (Notes 4 and 5)	94,175,757	98,444,745
Allowance for credit losses on loans	(700,959)	(750,071)
Loans, net of allowance	93,474,798	97,694,674
Premises and equipment—net (Note 6)	1,653,888	1,714,485
Due from customers on acceptances	405,742	437,529
Accrued income	510,791	691,529
Goodwill (Note 7)	92,928	164,458
Intangible assets (Note 7)	44,681	44,984
Deferred tax assets	386,592	195,606
Other assets (Note 12)	9,700,960	8,280,151
Total assets	<u>248,780,722</u>	<u>272,173,152</u>

The following table presents the assets of consolidated variable interest entities (“VIE”s), which are included in the consolidated balance sheets above. The assets in the table below can be used only to settle obligations of consolidated VIEs.

	<u>2023</u>	<u>2024</u>
	(in millions of yen)	
Assets of consolidated VIEs:		
Cash and due from banks	1,941	6,989
Interest-bearing deposits in other banks	155,551	139,150
Call loans and funds sold	260,997	132,212
Trading account assets	2,614,888	2,450,810
Investments	233,348	241,303
Loans, net of allowance	8,381,183	9,136,505
All other assets	505,636	524,395
Total assets	<u>12,153,544</u>	<u>12,631,365</u>

See the accompanying Notes to the Consolidated Financial Statements.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS—(Continued)
MARCH 31, 2023 AND 2024

	2023	2024
	(in millions of yen)	
Liabilities and equity:		
Deposits:		
Domestic:		
Noninterest-bearing deposits	33,136,655	33,554,817
Interest-bearing deposits	92,625,324	95,039,351
Foreign:		
Noninterest-bearing deposits	3,042,821	3,359,545
Interest-bearing deposits	36,130,825	40,408,034
Due to trust accounts	749,382	245,611
Call money and funds purchased	1,814,874	1,660,682
Payables under repurchase agreements (Note 28)	25,737,154	38,104,868
Payables under securities lending transactions (Note 28)	886,391	1,350,435
Other short-term borrowings (including liabilities accounted for at fair value of ¥153,044 million in 2024) (Notes 11 and 26)	3,397,329	3,644,912
Trading account liabilities	19,362,943	20,621,160
Bank acceptances outstanding	405,742	437,529
Income taxes payable	88,277	87,994
Deferred tax liabilities	25,424	31,685
Accrued expenses	442,729	649,010
Long-term debt (including liabilities accounted for at fair value of ¥2,680,164 million in 2023, and ¥2,876,287 million in 2024) (Notes 11 and 26)	14,893,023	16,277,331
Other liabilities (Note 12)	6,316,695	6,268,999
Total liabilities	239,055,588	261,741,965
Commitments and contingencies (Note 22)		
Equity:		
MHFG shareholders' equity:		
Common stock (Note 14)—no par value, authorized 4,800,000,000 shares, and issued 2,539,249,894 shares at March 31, 2023 and 2024	5,832,729	5,833,660
Retained earnings	2,442,153	3,120,236
Accumulated other comprehensive income (loss), net of tax (Note 16)	649,395	984,578
Less: Treasury stock, at cost—Common stock 5,027,306 shares at March 31, 2023, and 4,739,805 shares at March 31, 2024	(8,786)	(9,403)
Total MHFG shareholders' equity	8,915,491	9,929,071
Noncontrolling interests	809,643	502,116
Total equity	9,725,134	10,431,187
Total liabilities and equity	248,780,722	272,173,152

The following table presents the liabilities of consolidated VIEs, which are included in the consolidated balance sheets above. The creditors or investors of the consolidated VIEs have no recourse to the MHFG Group, except where the Group provides credit enhancement through guarantees or other means.

	2023	2024
	(in millions of yen)	
Liabilities of consolidated VIEs:		
Payables under securities lending transactions	128,548	44,013
Other short-term borrowings	187,852	247,180
Trading account liabilities	64,708	37,147
Long-term debt	1,164,719	1,465,149
All other liabilities	1,057,384	1,069,472
Total liabilities	2,603,211	2,862,962

See the accompanying Notes to the Consolidated Financial Statements.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
FOR THE FISCAL YEARS ENDED MARCH 31, 2022, 2023 AND 2024

	2022	2023	2024
	(in millions of yen)		
Interest and dividend income:			
Loans, including fees	957,579	1,960,377	2,953,217
Investments:			
Interest	63,050	78,953	192,116
Dividends	83,589	96,237	113,808
Trading account assets	245,146	426,117	714,884
Call loans and funds sold	1,377	13,877	32,963
Receivables under resale agreements and securities borrowing transactions	36,479	307,744	739,016
Deposits in other banks	56,721	505,486	1,020,997
Total interest and dividend income	<u>1,443,941</u>	<u>3,388,791</u>	<u>5,767,000</u>
Interest expense:			
Deposits	76,292	1,061,014	2,176,777
Trading account liabilities	59,739	101,311	174,883
Call money and funds purchased	1,093	17,308	22,167
Payables under repurchase agreements and securities lending transactions	40,672	671,006	1,716,331
Other short-term borrowings	5,623	59,314	95,704
Long-term debt	190,713	270,111	376,214
Total interest expense	<u>374,132</u>	<u>2,180,064</u>	<u>4,562,076</u>
Net interest income	1,069,809	1,208,727	1,204,924
Provision (credit) for credit losses (Notes 3 and 5)	214,408	93,753	47,135
Net interest income after provision (credit) for credit losses	<u>855,401</u>	<u>1,114,974</u>	<u>1,157,788</u>
Noninterest income (Note 24):			
Fee and commission income	980,000	984,345	1,117,826
Foreign exchange gains (losses)—net (Note 25)	91,611	189,526	(19,390)
Trading account gains (losses)—net (Note 25)	(491,947)	(603,910)	390,260
Investment gains (losses)—net:			
Debt securities	(14,777)	5,167	(6,446)
Equity securities	(60,563)	135,601	1,010,288
Equity in earnings (losses) of equity method investees—net	34,587	(26,999)	19,791
Gains on disposal of premises and equipment	9,943	4,920	10,128
Other noninterest income	120,936	199,453	221,273
Total noninterest income	<u>669,790</u>	<u>888,103</u>	<u>2,743,729</u>
Noninterest expenses:			
Salaries and employee benefits	669,474	694,027	803,966
General and administrative expenses	611,326	692,879	751,187
Occupancy expenses	201,987	164,603	168,473
Fee and commission expenses	203,957	202,347	239,246
Provision (credit) for credit losses on off-balance-sheet instruments	(14,819)	6,581	9,585
Other noninterest expenses	95,754	173,470	305,950
Total noninterest expenses	<u>1,767,679</u>	<u>1,933,907</u>	<u>2,278,406</u>
Income (loss) before income tax expense (benefit)	(242,488)	69,170	1,623,112
Income tax expense (benefit) (Note 19)	(141,017)	35,142	425,120
Net income (loss)	(101,471)	34,028	1,197,992
Less: Net income attributable to noncontrolling interests	3,251	48,037	285,519
Net income (loss) attributable to MHFG shareholders	<u>(104,722)</u>	<u>(14,009)</u>	<u>912,473</u>
Earnings per common share (Note 18):		(in yen)	
Basic net income (loss) per common share	(41.28)	(5.52)	359.70
Diluted net income (loss) per common share	(41.28)	(5.52)	359.65
Dividends per common share:			
Common stock	80.00	85.00	105.00

See the accompanying Notes to the Consolidated Financial Statements.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE FISCAL YEARS ENDED MARCH 31, 2022, 2023 AND 2024**

	2022	2023	2024
	(in millions of yen)		
Net income (loss) ^(Note)	(101,471)	34,028	1,197,992
Other comprehensive income (loss), net of tax:			
Net unrealized gains (losses) on available-for-sale securities, net of tax	(17,020)	(7,828)	33,384
Foreign currency translation adjustments, net of tax	185,298	135,849	240,944
Defined benefit plan adjustments, net of tax	(41,385)	68,223	75,987
Own credit risk adjustments, net of tax	(300)	13,443	(14,152)
Total other comprehensive income, net of tax	126,593	209,687	336,163
Total comprehensive income	25,122	243,715	1,534,155
Less: Total comprehensive income attributable to noncontrolling interests	7,846	48,442	286,498
Total comprehensive income attributable to MHFG shareholders	17,276	195,273	1,247,657

Note: The amounts that have been reclassified out of Accumulated other comprehensive income (loss), net of tax into net income are presented in Note 16 “Accumulated other comprehensive income (loss), net of tax.”

See the accompanying Notes to the Consolidated Financial Statements.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF EQUITY
FOR THE FISCAL YEARS ENDED MARCH 31, 2022, 2023 AND 2024**

	2022	2023	2024
	(in millions of yen)		
Common stock:			
Balance at beginning of fiscal year	5,826,863	5,816,834	5,832,729
Performance-based stock compensation program	(69)	(256)	585
Change in ownership interests in consolidated subsidiaries	(9,960)	16,271	463
Other	—	(120)	(117)
Balance at end of fiscal year	5,816,834	5,832,729	5,833,660
Retained earnings:			
Balance at beginning of fiscal year	2,967,385	2,665,608	2,442,153
Net income (loss) attributable to MHFG shareholders	(104,722)	(14,009)	912,473
Dividends declared	(196,746)	(209,432)	(234,802)
Other	(309)	(14)	412
Balance at end of fiscal year	2,665,608	2,442,153	3,120,236
Accumulated other comprehensive income (loss), net of tax (Note 16)^(Note):			
Balance at beginning of fiscal year	318,114	440,112	649,395
Change during year	121,998	209,283	335,184
Balance at end of fiscal year	440,112	649,395	984,578
Treasury stock, at cost:			
Balance at beginning of fiscal year	(7,124)	(8,342)	(8,786)
Purchases of treasury stock	(2,870)	(2,315)	(3,384)
Disposal of treasury stock	1,652	1,871	2,767
Balance at end of fiscal year	(8,342)	(8,786)	(9,403)
Total MHFG shareholders' equity	8,914,212	8,915,491	9,929,071
Noncontrolling interests:			
Balance at beginning of fiscal year	582,919	528,019	809,643
Transactions between the MHFG Group and the noncontrolling interest shareholders	(44,651)	254,914	(575,476)
Dividends paid to noncontrolling interests	(18,095)	(21,732)	(18,549)
Net income attributable to noncontrolling interests	3,251	48,037	285,519
Other	4,595	405	979
Balance at end of fiscal year	528,019	809,643	502,116
Total equity	9,442,231	9,725,134	10,431,187

Note: The amounts that have been reclassified out of Accumulated other comprehensive income (loss), net of tax into net income are presented in Note 16 "Accumulated other comprehensive income (loss), net of tax."

See the accompanying Notes to the Consolidated Financial Statements.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE FISCAL YEARS ENDED MARCH 31, 2022, 2023 AND 2024**

	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(in millions of yen)		
Cash flows from operating activities:			
Net income (loss)	(101,471)	34,028	1,197,992
Less: Net income attributable to noncontrolling interests	3,251	48,037	285,519
Net income (loss) attributable to MHFG shareholders	(104,722)	(14,009)	912,473
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation and amortization	228,397	238,997	222,714
Provision (credit) for credit losses	214,408	93,753	47,135
Investment losses (gains)—net	75,340	(140,768)	(1,003,842)
Equity in losses (earnings) of equity method investees—net	(34,587)	26,999	(19,791)
Foreign exchange losses (gains)—net	517,989	439,767	737,268
Deferred income tax expense (benefit)	(255,365)	(143,842)	165,355
Net change in trading account assets	2,386,304	(4,031,782)	(5,783,698)
Net change in trading account liabilities	3,634,056	4,235,704	270,707
Net change in loans held for sale	(126,804)	(72,356)	125,402
Net change in accrued income	4,680	(179,772)	(148,029)
Net change in accrued expenses	2,783	259,428	138,098
Other—net	(1,044,392)	294,794	875,705
Net cash provided by (used in) operating activities	<u>5,498,087</u>	<u>1,006,913</u>	<u>(3,460,502)</u>
Cash flows from investing activities:			
Proceeds from sales of Available-for-sale securities	36,330,397	35,864,487	28,361,232
Proceeds from sales of Equity securities ^(Note)	2,526,075	930,586	2,834,790
Proceeds from maturities of Available-for-sale securities	39,008,678	39,537,476	39,223,805
Proceeds from maturities of Held-to-maturity securities	178,955	227,711	450,249
Purchases of Available-for-sale securities	(80,478,884)	(68,223,956)	(60,811,386)
Purchases of Held-to-maturity securities	(714,794)	(677,508)	(2,154,616)
Purchases of Equity securities ^(Note)	(2,208,196)	(914,215)	(3,406,497)
Proceeds from sales of loans	2,046,573	492,933	681,116
Net change in loans	(1,397,302)	(2,615,468)	(909,874)
Net change in call loans and funds sold, and receivables under resale agreements and securities borrowing transactions	(147,806)	1,790,227	(7,739,449)
Proceeds from sales of premises and equipment	18,720	9,813	13,594
Purchases of premises and equipment	(136,238)	(185,583)	(256,475)
Proceeds from sales of investments in subsidiaries (affecting the scope of consolidation)	50,699	2,872	89,522
Purchases of investments in subsidiaries (affecting the scope of consolidation)	(93,005)	(48,887)	(55,469)
Net cash provided by (used in) investing activities	<u>(5,016,128)</u>	<u>6,190,488</u>	<u>(3,679,457)</u>
Cash flows from financing activities:			
Net change in deposits	3,589,567	5,834,904	2,466,532
Net change in call money and funds purchased, and payables under repurchase agreements and securities lending transactions	9,268	4,444,768	9,633,825
Net change in due to trust accounts	9,454	359,135	(503,770)
Net change in other short-term borrowings	(1,711,421)	(4,338,379)	14,167
Proceeds from issuance of long-term debt	3,004,293	4,701,954	3,061,735
Repayment of long-term debt	(2,715,054)	(2,985,756)	(2,956,548)
Proceeds from noncontrolling interests	101,755	36,924	62,780
Payments to noncontrolling interests	(80,493)	(58,811)	(67,169)
Proceeds from sales of treasury stock	874	1,615	2,768
Purchases of treasury stock	(1,927)	(2,314)	(3,384)
Dividends paid	(196,783)	(209,457)	(234,787)
Dividends paid to noncontrolling interests	(18,095)	(21,732)	(18,549)
Net cash provided by financing activities	<u>1,991,438</u>	<u>7,762,851</u>	<u>11,457,601</u>
Effect of exchange rate changes on cash and cash equivalents	966,796	857,754	1,803,107
Net increase in cash and cash equivalents	3,440,193	15,818,006	6,120,748
Cash and cash equivalents at beginning of fiscal year	48,734,096	52,174,289	67,992,295
Cash and cash equivalents at end of fiscal year	<u>52,174,289</u>	<u>67,992,295</u>	<u>74,113,043</u>

See the accompanying Notes to the Consolidated Financial Statements.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CASH FLOWS—(Continued)
FOR THE FISCAL YEARS ENDED MARCH 31, 2022, 2023 AND 2024**

	2022	2023	2024
	(in millions of yen)		
Supplemental disclosure of cash flow information:			
Interest paid	274,530	2,030,281	4,758,832
Income taxes paid	164,408	133,370	287,693
Noncash investing activities:			
Transfer of loans into loans held for sale	15,916	2,089	2,227

Note: Proceeds from sales of Equity securities as well as Purchases of Equity securities include cash activity related to Other investments, the amounts of which are not significant.

See the accompanying Notes to the Consolidated Financial Statements.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of presentation and summary of significant accounting policies

Basis of presentation

Mizuho Financial Group, Inc. (“MHFG”) is a joint stock corporation with limited liability under the laws of Japan. MHFG is a holding company for Mizuho Bank, Ltd. (“MHBK”), Mizuho Trust & Banking Co., Ltd. (“MHTB”), Mizuho Securities Co., Ltd. (“MHSC”), Asset Management One Co., Ltd. (“Asset Management One”), and other subsidiaries. MHFG, through its subsidiaries (“the MHFG Group,” or “the Group”), provides domestic and international financial services in Japan and other countries. For a discussion of the Group’s segment information, see Note 30 “Business segment information.”

MHFG and its domestic subsidiaries as well as its foreign subsidiaries maintain their accounting records in accordance with the accounting standards of Japan and those standards of the countries in which they are domiciled. Certain adjustments and reclassifications have been incorporated in the accompanying consolidated financial statements to conform them to the accounting principles generally accepted in the United States of America (“U.S. GAAP”). The consolidated financial statements are stated in Japanese yen, the currency of the country in which MHFG is incorporated and principally operates.

The accompanying consolidated financial statements include the accounts of MHFG and its subsidiaries. MHFG’s fiscal year ends on March 31. MHFG’s subsidiaries fiscal year end is determined by each subsidiary. If the fiscal year end of a subsidiary has more than three months discrepancy from the MHFG’s fiscal year end, the subsidiary executes provisional financial closing. For those subsidiaries where the fiscal year end is not on March 31 and where the subsidiaries do not execute provisional financial close, the effect on the MHFG Group’s consolidated financial statements of all material events through the date of each of the periods presented in the consolidated financial statements has been considered for adjustment and/or disclosure. When determining whether to consolidate investee entities, the MHFG Group performs an analysis of the facts and circumstances of the particular relationships between the MHFG Group and the investee entities as well as the ownership of voting shares. The consolidated financial statements also include the accounts of VIEs for which MHFG or its subsidiaries have been determined to be the primary beneficiary in accordance with the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 810, “Consolidation” (“ASC 810”). All significant intercompany transactions and balances have been eliminated upon consolidation. The MHFG Group accounts for investments in entities over which it has significant influence by using the equity method of accounting. These investments are included in Other investments and the Group’s proportionate share of income or loss is included in Equity in earnings (losses) of equity method investees—net.

Certain comparative amounts for the prior period have been reclassified in order to conform to the current period’s presentation.

Use of estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts and related disclosures. Specific areas, among others, requiring the application of management’s estimates and judgment include assumptions pertaining to the allowance for credit losses, valuation of loans held-for-sale, valuation of deferred tax assets, valuation of derivative financial instruments, valuation of investments, valuation of certain other short-term borrowings and long-term debt where the fair value option has been elected, valuation of pension and other employee benefits, and impairment of long-lived assets. During times of geopolitical unrest, such as the Russia-Ukraine situation and economic uncertainty, estimates become more sensitive and it is reasonably possible that actual results could differ from estimates and assumptions made.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Definition of cash and cash equivalents

For purposes of the consolidated statements of cash flows, Cash and cash equivalents consists of Cash and due from banks and Interest-bearing deposits in other banks. Cash deposited with central banks that must be maintained to meet minimum regulatory requirements is classified as restricted cash and included in Cash and cash equivalents. See Note 8 “Pledged assets and collateral” for more information on restricted cash.

Translation of foreign currency financial statements and foreign currency transactions

Financial statements of overseas entities are prepared using the functional currency of each entity and translated into Japanese yen for consolidation purposes. Assets and liabilities are translated using the fiscal-year-end exchange rate of each functional currency, and income and expenses are translated using the average rate of each functional currency for the period.

Foreign currency translation gains and losses related to the financial statements of overseas entities of the MHFG Group, net of related income tax effects, are credited or charged directly to Foreign currency translation adjustments, a component of Accumulated other comprehensive income (loss), net of tax (“AOCI”). The tax effects of gains and losses related to the foreign currency translation of financial statements of overseas entities are not recognized unless it is apparent that the temporary differences will reverse in the foreseeable future.

Assets and liabilities of domestic and overseas entities denominated in foreign currencies are remeasured into the functional currency of the respective entity at the fiscal year-end foreign exchange rates, and gains and losses resulting from such remeasurement are included in Foreign exchange gains (losses)—net. Foreign currency denominated income and expenses are remeasured using the average exchange rates for the period.

Call loans and call money

Call loans and call money represent lending/borrowing, primarily through the Japanese short-term money market, to/from other financial institutions such as banks, insurance companies, and securities brokerage houses.

Repurchase and resale agreements, securities lending and borrowing and other secured financing transactions

Securities sold under agreements to repurchase (“repurchase agreements”), securities purchased under agreements to resell (“resale agreements”) and securities lending and borrowing transactions are accounted for as secured financing or lending transactions when control over the underlying securities is not deemed to be surrendered by the transferor. Otherwise, they are recorded as sales of securities with related forward repurchase commitments or purchases of securities with related forward resale commitments in accordance with ASC 860, “Transfers and Servicing” (“ASC 860”).

Under resale agreements, securities borrowing and certain derivatives transactions, the MHFG Group receives collateral in the form of securities. In many cases, the MHFG Group is permitted to sell or repledge the securities obtained as collateral. Disclosures in respect of such collateral are presented in Note 8 “Pledged assets and collateral.” With respect to repurchase agreements, securities lending, and certain derivative transactions, counterparties may have the right to sell or repledge securities that the MHFG Group has pledged as collateral. The MHFG Group separately discloses these pledged securities in the consolidated balance sheets.

The MHFG Group monitors credit exposure arising from resale agreements, repurchase agreements, securities borrowing and securities lending transactions on a regular basis, and additional collateral is obtained from or returned to counterparties, as appropriate.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Trading securities and trading securities sold, not yet purchased

Trading securities consist of securities and money market instruments that are bought and held principally for the purpose of reselling in the near term with the objective of generating profits on short-term fluctuations in price. Trading securities sold, not yet purchased, are securities and money market instruments sold to third parties that the MHFG Group does not own and is obligated to purchase at a later date to cover the short position. Trading securities and trading securities sold, not yet purchased, are recorded on the trade date. Trading securities and trading securities sold, not yet purchased, are recorded at fair value in the consolidated balance sheets in Trading account assets and Trading account liabilities with realized and unrealized gains and losses recorded on a trade date basis in Trading account gains (losses)—net in the consolidated statements of income. Interest and dividends on trading securities, including securities sold, not yet purchased, are recorded in Interest and dividend income or Interest expense on an accrual basis.

Investments

Debt securities that the MHFG Group has both the positive intent and ability to hold to maturity are classified as Held-to-maturity securities and carried at amortized cost. Debt securities that the MHFG Group may not hold to maturity, other than those classified as trading securities, are classified as Available-for-sale securities, and are carried at fair value, with unrealized gains and losses reported in AOCI after any applicable allowance for credit losses. Equity securities that do not meet the classification of trading securities are measured at fair value with unrealized gains and losses reported in Investment gains (losses)—net Equity securities.

At the end of each reporting period the MHFG Group performs a review to identify impaired available-for-sale securities in accordance with ASC 326, “Financial Instruments—Credit Losses” (“ASC 326”). See allowance and provision (credit) for credit losses on available-for-sale securities in this Note for further detail. Interest and dividends, as well as amortization of premiums and accretion of discounts, are reported in Interest and dividend income. Amortization of premiums and accretion of discounts on debt securities are recognized over their remaining maturities under the interest method. Gains and losses on disposition of investments are computed using the first-in first-out method for debt securities and the average method for equity securities, and are recorded on the trade date.

Other investments include marketable and non-marketable equity securities accounted for using the equity method and marketable and non-marketable investments held by consolidated investment companies carried at fair value under specialized industry accounting principles for investment companies.

Derivative financial instruments

Derivative financial instruments are bought and held principally for the purpose of market making for customers, proprietary trading in order to generate trading revenues and fee income, and also to manage the MHFG Group’s exposure to interest rate, credit and market risks related to asset and liability management. Such derivative financial instruments include interest rate, foreign currency, equity, commodity and credit default swap agreements, options, caps and floors, and financial futures and forward contracts.

Derivatives bought and held for trading purposes are recorded in the consolidated balance sheets at fair value in Trading account assets and Trading account liabilities. The fair values of derivatives in a gain position and a loss position are reported as Trading account assets and Trading account liabilities, respectively.

Derivatives used for asset and liability management include contracts that qualify for hedge accounting under ASC 815, “Derivatives and Hedging” (“ASC 815”). To be eligible for hedge accounting, derivative instruments

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

must be highly effective in achieving offsetting changes in fair values or variable cash flows of the hedged items attributable to the particular risk being hedged. All qualifying hedging derivatives are valued at fair value and included in Trading account assets or Trading account liabilities. Derivatives that do not qualify for hedge accounting under ASC 815 are treated as trading positions and are accounted for as such. The fair value amounts recognized for all derivatives are presented on a gross basis and not offset against the amounts recognized for the right to reclaim cash collateral or the obligation to return cash collateral under the master netting agreement with the same counterparty.

The fair values of derivative financial instruments are determined based on quoted market prices or broker-dealer quotes, if available. If not available, the fair values are estimated using quoted market prices for similar instruments, option or binomial pricing models or a present value cash flow analysis, utilizing current observable market information, where available. In determining the fair values, the Group considers various factors such as exchange or over-the-counter market quotes, time value of money and volatility factors for options and warrants, observed prices for similar or synthetic instruments, and counterparty credit quality including potential exposure.

Changes in the fair values of all derivatives are recorded in earnings, except for derivatives qualifying as net investment hedges under ASC 815 which are recorded in AOCI. The changes in the fair values of all derivatives relating to foreign currency exchange rates are included in Foreign exchange gains (losses)—net and Trading account gains (losses)—net. Other elements of the changes in the fair values, including interest rate, equity and credit related components, except these of certain credit derivatives hedging the credit risk in the corporate loan portfolio, are recognized in Trading account gains (losses)—net. The net gain (loss) resulting from changes in the fair values of certain credit derivatives where the Group purchases protection to mitigate its credit risk exposure related to its corporate loan portfolio is recorded in Other noninterest income (expenses).

Certain financial and hybrid instruments often contain embedded derivative instruments that possess implicit or explicit contract terms similar to those of a derivative instrument. Such derivative instruments are required to be fair-valued separately from the host contracts if they meet the bifurcation criteria of an embedded derivative. Such criteria include that the entire instrument is not marked to market through earnings, the economic characteristics and risks of the embedded contract terms are not clearly and closely related to those of the host contract and the embedded contract terms would meet the definition of a derivative on a stand-alone basis.

Loans

Loans are generally carried at the principal amount adjusted for unearned income and deferred net nonrefundable loan fees and costs. Loan origination fees, net of certain direct origination costs, are deferred and recognized over the contractual life of the loan as an adjustment of yield using a method that approximates the interest method. Interest income on performing loans is accrued and credited to income as it is earned. Unearned income and discounts or premiums on purchased loans are deferred and recognized over the life of the loan using a method that approximates the interest method.

Loans are considered nonaccrual when, based on current information and events, it is probable that the MHFG Group will be unable to collect all the scheduled payments of principal and interest when due according to the contractual terms of the loans. Factors considered by management in determining if a loan is nonaccrual include delinquency status and the ability of the debtor to make payments of the principal and interest when due. Nonaccrual loans include loans past due for 90 days or more and modified loans to borrowers experiencing financial difficulty. The majority of nonaccrual loans have no contractual delinquency due to interest reductions and/or postponement of principal and interest.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

In case loans are designated as nonaccrual loans, interest accruals and the amortization of net origination fees are suspended and capitalized interest is written off. Cash received on nonaccrual loans is accounted for as a reduction of the loan principal if the ultimate collectability of the principal amount is in doubt, otherwise, as interest income. Loans are not restored to accrual status until interest and principal payments are current and future payments are reasonably assured. Nonaccrual loans are restored to accrual loans and accrual status, when the MHFG Group determines that the borrower poses no concerns regarding current certainty of debt fulfillment. In general, such determination is made if the borrower qualifies for an obligor rating of E2 or above and is not classified as a special attention obligor. With respect to modified loans to borrowers experiencing financial difficulty, in general, such loans are restored to accrual loans, and accrual status, when the borrower qualifies for an obligor rating of D or above. See Note 4 “Loans” for the definitions of obligor ratings.

Loans that have been identified for sale are classified as loans held for sale within Other assets and are accounted for at the lower of cost or fair value on an individual loan basis, with valuation changes recorded in Other noninterest income and expenses. If management decides to retain certain loans held for sale for the foreseeable future or until maturity or payoff, such items are transferred to Loans at the lower of cost or fair value.

Financial instruments—current expected credit losses (“CECL”)

CECL established a single allowance framework for all financial assets measured at amortized cost and certain off-balance-sheet instrument exposures. This framework requires management’s estimate to reflect credit losses over the instrument’s remaining expected life and consider expected future changes in macroeconomic conditions. ASC 326 reflects expected credit losses and requires consideration of a broader range of information such as relevant information about past events including historical experience, current conditions and reasonable and supportable forecasts that affect the collectability of the reported amount, for the purpose of informing credit loss estimates. This ASC requires a financial asset (or a group of financial assets) measured at amortized cost basis to be presented at the net amount expected to be collected. The income statement reflects the measurement of credit losses for newly recognized financial assets, as well as the expected increases or decreases of expected credit losses that have taken place during the period. This ASC also requires that credit losses on available-for-sale debt securities be presented as an allowance for credit losses rather than as a write-down and limits the amount of the allowance for credit losses to the amount by which fair value is below amortized cost. Per the accounting policy election, the MHFG Group does not record expected credit losses for accrued interest receivables because uncollectible accrued interest is reversed through interest income in a timely manner in line with the Group’s nonaccrual and past due policies. The amount of accrued interest receivable reversed through interest income was not significant for the fiscal years ended March 31, 2023 and 2024. The following note and Note 5 “Allowance for credit losses on loans” provide further information about the impact that the adoption of ASC 326 had on the MHFG Group.

Allowance and provision (credit) for credit losses on loans

Each reporting period, the MHFG Group makes adjustments to the allowance for credit losses on loans through Provision (credit) for credit losses in the consolidated statements of income. Loan principal that management judges to be uncollectible, based on detailed loan reviews and a credit quality assessment, is charged off against the allowance for credit losses on loans. In general, the Group charges off loans when the Group determines that the obligor should be classified as substantially bankrupt or bankrupt. See Note 4 “Loans” for the definitions of obligor categories. Obligor in the retail portfolio segment are generally determined to be substantially bankrupt when they are past due for more than six months, and as for obligors in the corporate portfolio segment, the Group separately monitors the credit quality of each obligor without using time-based triggers.

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The MHFG Group maintains an appropriate allowance for credit losses on loans to represent management's estimate of the expected credit losses in the Group's loan portfolio. Management evaluates the appropriateness of the allowance for credit losses on loans semi-annually. The allowance considers expected credit losses over the remaining expected lives of the applicable instruments. The expected life of each instrument is determined by considering expected prepayments, contractual terms and cancellation features. The allowance for credit losses involves significant judgments on a number of matters including expectations of future economic conditions, assignment of obligor ratings, valuation of collateral, and the development of qualitative adjustments.

When determining expected credit losses, a single forward-looking macroeconomic scenario is considered over a reasonable and supportable forecast period. This forward-looking macroeconomic scenario is in line with the scenario used for the Group's business plan. If the scenarios are not reflective of management's expectations, adjustments may be made to the scenarios. After the forecast period, the Group reverts to long-term historical loss experience with a certain graduated transition period, to estimate losses over the remaining lives of financial assets measured at amortized cost and certain off-balance-sheet instruments. The macroeconomic scenario is updated semi-annually in principle and is reviewed to reflect current economic conditions and the Group's expectation of future conditions on a timely basis. For March 31, 2023 and 2024, the Group used the most recent macroeconomic scenario available during the Group's credit loss estimation process.

In terms of the internal risk ratings, for the corporate portfolio segment, the credit quality review process and the credit rating process serve as the basis for determining the allowance for credit losses on loans. Through such processes, loans are categorized into groups to reflect the probability of default, whereby the MHFG Group's management assesses the ability of borrowers to service their debt, taking into consideration current financial information, ability to generate cash, historical payment experience, analysis of relevant industry segments and current trends. For the retail portfolio segment, the different categories of past due status of loans are primarily utilized in the credit quality review and the credit rating processes as the basis for determining the allowance for credit losses on loans.

In general, the MHFG Group estimates expected credit losses collectively on the loans in the case of normal and watch obligors, considering the risk associated with a particular pool and the probability that the exposures within the pool will deteriorate or default. The allowance for credit losses on nonaccrual loans generally includes the allowance for those loans that were individually evaluated for expected credit losses. See Note 4 "Loans" for the definitions of obligor categories and classification of nonaccrual loans.

The estimation of expected credit losses that are evaluated collectively begins with a quantitative calculation that considers the likelihood of the borrower changing delinquency status or moving from one obligor category or rating to another. The quantitative calculation covers expected credit losses over an instrument's expected life and is estimated by applying credit loss factors to the MHFG Group's estimated exposure at default. The credit loss factors incorporate the probability of default as well as the loss given default based on the historical loss rates. To supplement the historical loss data for overseas obligors, external credit ratings such as S&P are also used to calculate the probability of default. The model and inputs used to determine credit losses on loans that are evaluated collectively are analyzed on a periodic basis by comparing the estimated values with the actual results subsequent to the balance sheet date.

The MHFG Group divides its overall portfolio into domestic and foreign portfolios and categorizes the domestic portfolio into four portfolio segments according to their risk profiles: corporate, retail, sovereign, and banks and financial institutions.

The corporate portfolio segment consists of loans originated primarily by MHBK and MHTB, and includes mainly business loans such as those used for working capital and capital expenditure, as well as loans for which

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the primary source of repayment of the obligation is income generated by the relevant assets such as project finance, asset finance and real estate finance. The corporate portfolio segment is divided into two classes based on their risk characteristics: large companies, and small and medium-sized companies. For the corporate portfolio segment, the MHFG Group considers key economic factors such as gross domestic products for Japan and each relevant foreign location, where the portfolio is significant, and the interest rates in Japan when estimating the credit loss.

The retail portfolio segment consists mainly of residential mortgage loans originated by MHBK, and it is divided into two classes based on their risk characteristics: housing loans and others. For the retail portfolio segment, the Japanese unemployment rate is applied as a key factor. As it pertains to modified loans to borrowers experiencing financial difficulty in the retail portfolio segment, the restructuring itself, as well as subsequent payment defaults, if any, are considered in determining obligor categories. Expected credit loss estimates also include consideration of expected cash recoveries on loans previously charged-off, or expected recoveries on collateral dependent loans where recovery is expected through sale of the collateral.

The allowance recorded for individually evaluated loans is based on (1) the present value of expected future cash flows, after considering the restructuring effect and subsequent payment default with respect to modified loans to borrowers experiencing financial difficulty, discounted at the loan's post-modification contractual effective interest rate, (2) the loan's observable market price, or (3) the fair value of the collateral if the loan is collateral dependent. The collateral that the MHFG Group obtains for loans consists primarily of real estate. In obtaining the collateral, the Group evaluates the fair value of the collateral and its legal enforceability. The Group also performs subsequent re-evaluations at least once a year. As it pertains to real estate collateral, valuation is generally performed by an appraising subsidiary which is independent from the Group's loan origination departments by using generally accepted valuation techniques such as (1) the replacement cost approach, (2) the sales comparison approach or (3) the income approach. In the case of large real estate collateral, the Group generally engages third-party appraisers to perform the valuation.

The MHFG Group's methodology for determining the appropriate allowance for credit losses on loans also considers the imprecision inherent in the methodologies used. As a result, the amounts determined under the methodologies described above could be adjusted by management to consider the potential impact of other qualitative factors which include, but are not limited to, imprecision in macroeconomic scenario assumptions and emerging risks related to changes in the environment that affect specific portfolio segments including segments impacted by the Russia-Ukraine situation. Considering internal and external factors affecting the credit quality of the portfolio, the Group incorporated the estimated impact of the Russia-Ukraine situation, interest rates hike on domestic obligors and other factors contributing to economic uncertainty into the macroeconomic scenario by using assumptions such as the future outlook of the business environment for specific portfolio segments and the current forecast for the growth rate of gross domestic product.

In terms of the Russia-Ukraine situation, considering the country risk arising from the continued sanctions against Russia and the downgrading of their credit rating, the MHFG Group incorporated the estimated impact of the Russia-Ukraine situation into the macroeconomic scenario used for determining the allowance for credit losses on loans.

Allowance and provision (credit) for credit losses on off-balance-sheet instruments

The MHFG Group maintains an allowance for credit losses on off-balance-sheet instruments, such as guarantees and standby letters of credit in the same manner as the allowance for credit losses on loans. The Group similarly assesses the expected loss amounts for commitments to invest in securities and commitments to extend credit, considering the probability of drawdowns. The allowance is recorded in Other liabilities. Net changes in the

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allowance for credit losses on off-balance-sheet instruments are accounted for in Provision (credit) for credit losses on off-balance-sheet instruments in the consolidated statements of income.

Allowance and provision (credit) for credit losses on available-for-sale securities

The MHFG Group performs periodic reviews to identify impaired securities in accordance with ASC 326. Available-for-sale securities are impaired if the fair value is less than the amortized cost (excluding accrued interest receivable). In the case where the Group has the intent to sell an available-for-sale debt security or more likely than not will be required to sell an available-for-sale debt security before the recovery of its amortized cost basis, the entire difference between amortized cost basis and fair value is recognized immediately through earnings. In other cases, the Group evaluates expected cash flows to be received and determines if a credit loss exists, and if so, the amount of the credit loss is recognized in Provision (credit) for credit losses, while the remaining decline in fair value is recognized in other comprehensive income, net of applicable taxes.

Premises and equipment

Premises and equipment are stated at historical cost, and depreciation and amortization are recorded over the estimated useful lives of the assets, except for leasehold improvements, which are amortized over the shorter of the estimated useful lives of the assets or the lease term. Depreciation and amortization are principally computed in accordance with the straight-line method with respect to buildings and leasehold improvements and in accordance with the declining-balance method with respect to other premises and equipment.

The useful lives of premises and equipment are as follows:

	<u>Years</u>
Buildings	3 to 50
Equipment and furniture	2 to 20

Regular repairs and maintenance costs that do not extend the estimated useful life of an asset are charged to expense as incurred. Upon sale or disposition of premises and equipment, the cost and related accumulated depreciation or amortization are removed from the accounts, and any gains or losses on disposal are included in Gains on disposal of premises and equipment or Occupancy expenses.

Impairment of long-lived assets

The MHFG Group’s long-lived assets that are held for use are reviewed periodically for events or changes in circumstances that indicate possible impairment. The Group’s impairment review is based on an undiscounted cash flow analysis of a group of assets, combined with associated liabilities, at the lowest level for which identifiable cash flows exist. Impairment occurs when the carrying value of the asset group exceeds the future undiscounted cash flows that the asset group is expected to generate. When impairment is identified, the future cash flows are then discounted to determine the estimated fair value of the asset group and an impairment charge is recorded for the difference between the carrying value and the estimated fair value of the asset group. The long-lived assets to be disposed of by sale are carried at the lower of the carrying amount or fair value, less estimated cost to sell.

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Software

Internal and external costs incurred in connection with developing and obtaining software for internal use during the application development stage are capitalized. Such costs include salaries and benefits for employees directly involved with and who devote time to the project, to the extent such time is incurred directly on the internal use software project. The capitalization of software ceases when the software project has been substantially completed. The capitalized software is amortized on a straight-line basis over the estimated useful life, generally 5 to 10 years. Internal use software is reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

Goodwill

Goodwill represents the excess of the total fair value of the acquired company, which consists of the consideration transferred, the fair value of any interest in the acquiree already held by the acquirer and the fair value of any noncontrolling interest in the acquiree over the fair value of net identifiable assets acquired at the date of acquisition in a business combination. The MHFG Group accounts for goodwill in accordance with ASC 350, “Intangibles—Goodwill and Other” (“ASC 350”). Goodwill is recorded at a designated reporting unit level for the purpose of assessing impairment. Goodwill is not amortized but is tested for impairment at least annually or more often if events or circumstances indicate there may be impairment. For both the annual and interim tests, the Group has the option to either (a) perform a quantitative impairment test or (b) first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount, in which case the Group would perform the quantitative test. An impairment loss is recorded to the extent the carrying amount of goodwill exceeds its estimated fair value. The estimated fair value of the reporting units is derived based on valuation techniques that the Group believes market participants would use for each of the reporting units. The Group generally determines the estimated fair value by utilizing a discounted cash flow methodology or methodologies that incorporate price-to-book multiples of certain comparable companies.

Intangible assets

Intangible assets having definite useful lives are amortized over their estimated useful lives on either a straight-line basis or the method that reflects the pattern in which the economic benefits of the intangible assets are consumed. Intangible assets acquired in connection with the merger of MHSC and Shinko Securities Co., Ltd. (“Shinko”) and the integration of asset management functions of DIAM Co., Ltd. (“DIAM”), MHTB, Mizuho Asset Management Co., Ltd. (“MHAM”) and Shinko Asset Management Co., Ltd. (“Shinko Asset Management”) consist primarily of customer relationship intangibles, and are amortized over weighted-average amortization periods of 16 years and 16.9 years, respectively. Intangible assets having indefinite useful lives are not amortized and are subject to impairment tests. An impairment loss is recorded to the extent that the carrying amount of the indefinite-lived intangible asset exceeds its estimated fair value. For intangible assets subject to amortization, an impairment loss is recorded if the carrying amount is not recoverable and exceeds its estimated fair value.

Leases

The MHFG Group, as a lessee, recognizes liabilities to make lease payments and right-of-use assets representing its right to use the underlying assets for the lease term. The lease terms include periods covered by options to extend or terminate the lease that the Group is reasonably certain to exercise. The Group uses its incremental borrowing rates at the lease commencement to determine the lease liability, which is measured at the present value of future lease payments, when the rate implicit in the lease is not readily determinable. The Group has

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elected not to separate lease and non-lease components of a contract that is or contains a lease for its equipment leases. The Group has elected not to recognize right-of-use assets and liabilities for leases with terms of twelve months or less. For operating leases, the right-of-use assets and related liabilities are included in Other assets and Other liabilities, respectively, on the consolidated balance sheets. Expenses are recognized on a straight-line basis over the lease term and are included in Occupancy expenses on the consolidated statements of income. Variable lease payments not included in the right-of-use assets or the lease liabilities are recognized as incurred in Occupancy expenses. For finance leases, right-of-use assets and related liabilities are included in Premises and equipment and Long-term debt, respectively, on the consolidated balance sheets.

Pension and other employee benefits

MHFG and certain subsidiaries sponsor pension plans which provide defined benefits to retired employees and other postretirement benefit plans, including severance indemnities. Severance indemnities are amounts payable to eligible employees upon termination of employment and are payable as a lump sum. Periodic expense and accrued liabilities are computed based on the actuarial present value of benefits, net of investment returns expected from plan assets and their fair values at the balance sheet date. Net periodic expense is charged to Salaries and employee benefits. Net actuarial gains and losses that arise from differences between actual experience and assumptions are generally amortized over the average remaining service period of participating employees if they exceed the corridor, which is defined as the greater of 10% of plan assets or the projected benefit obligation.

Stock-based compensation

MHFG, MHBK, MHTB and MHSC have stock options, in the form of stock acquisition rights, for directors (excluding the outside directors) and executive officers of the respective companies (hereinafter referred to collectively as the “Directors”). In this plan (“the MHFG Group’s Stock Plan”), 100 shares of MHFG common stock shall be issued or transferred upon exercise of each of the stock acquisition rights. The exercise price is 1 yen per share. The contractual term of the stock acquisition rights is 20 years. A holder may exercise the stock acquisition rights only after the date on which such holder loses the status as a Director of MHFG, MHBK, MHTB or MHSC. In May 2015, the MHFG Group discontinued the stock option program. Thereafter, the MHFG Group has not issued any new stock options. MHFG, MHBK, MHTB and MHSC have a responsibility-based stock compensation program for Directors (“Stock Compensation I”) and a performance-based stock compensation program for Directors (“Stock Compensation II”). MHFG and certain consolidated subsidiaries introduced both responsibility-based and performance-based stock compensation program for Operating Officers (“Stock Benefit”) in July 2021. For these programs, the stock-based compensation cost is determined based on the fair value of MHFG’s common stock as of grant date. The liability related to the cash-based compensation cost is remeasured at each reporting date based on the fair value of MHFG’s common stock. For Stock Compensation I, as the program is effectively vested on the grant date, the stock-based compensation cost is recognized on the grant date. For Stock Compensation II, the stock-based compensation costs are recognized evenly over the graded-vesting period, which is three years. For Stock Benefit, the stock-based compensation costs are recognized evenly over the vesting period, which is one year. Those Stock options and Stock Compensation plans did not have a material impact on the MHFG Group’s consolidated results of operations or financial condition.

Long-term debt

Premiums, discounts and issuance costs of long-term debt are amortized based on a method that approximates the interest method over the respective terms of the long-term debt.

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Obligations under guarantees

The MHFG Group provides customers with a variety of guarantees and similar arrangements, including standby letters of credit, financial and performance guarantees, credit protection, and liquidity facilities. The MHFG Group recognizes guarantee fee income over the guarantee period. The MHFG Group receives such a guarantee fee at the inception of the guarantee or in installments and, in either case, the present value of the total fees approximates the fair value of the guarantee.

Fair Value Measurements

The MHFG Group carries certain of its financial assets and liabilities at fair value on a recurring basis. These financial assets and liabilities are primarily composed of trading account assets, trading account liabilities, available-for-sale securities and equity securities. In addition, the Group measures certain financial assets and liabilities, at fair value on a non-recurring basis. Those assets and liabilities primarily include items that are measured at the lower of cost or fair value such as loans held for sale, and items that were initially measured at cost and have been written down to fair value due to impairments, such as loans and equity securities without readily determinable fair values.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In accordance with ASC 820, “Fair Value Measurement” (“ASC 820”), the Group classifies its financial assets and liabilities into the fair value hierarchy (Level 1, 2, and 3). See Note 26 “Fair value” for the detailed definition of each level.

When determining fair value, the MHFG Group considers the principal or most advantageous market in which the Group would transact and considers assumptions that market participants would use when pricing the asset or liability. The Group maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. See Note 26 “Fair value” for descriptions of valuation methodologies used for its assets and liabilities by product.

Fee and commission income

The MHFG Group recognizes revenue from contracts with customers in an amount that reflects the consideration to which the Group expects to be entitled in exchange for transferring control of a promised service. The timing of revenue recognition is dependent on whether the Group satisfies a performance obligation by transferring control of the service to a customer over time or at a point in time. Fee and commission income is presented exclusive of consumption taxes. The major components of fee and commission income are as follows.

Securities-related business fees mainly consist of brokerage fees and commissions, and asset-based revenues. Brokerage fees and commissions mainly include fees earned from the execution of customer transactions and sales commissions of stocks, bonds and investment trusts. Brokerage fees and commissions are recognized at the point in time on transaction date. Asset-based revenues mainly include fees received from investment trust management companies in return for administration services, such as record keeping services, of investment trusts. The amounts of asset-based revenues are calculated based on customer’s net asset value and recognized over time in the period when the related service is provided.

Deposit-related fees include service charges on consumer and commercial deposit accounts such as account transfer charges. Deposit-related fees are recognized at the point in time when the transactions occur, or the related service is provided.

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Lending-related fees include fees for lending business such as commitment fees and arrangement fees.

Remittance business fees include service charges for domestic and international funds transfers and collections. These fees are recognized at the point in time when the related service is provided.

Asset management business fees consist of investment trust management fees and investment advisory fees for investment trusts. These fees are received from investment trusts in return for asset management services and/or investment advisory services on behalf of customers. The amounts of these fees are calculated based on a percentage of customer's net asset value. These fees are recognized over time in the period when the management and/or advisory service is provided and the amount is fixed.

Trust-related business fees consist of trust fees earned primarily through fiduciary asset management and administrative service and other trust-related fees. Fees for fiduciary asset management and administration services for corporate pension plans and investment funds are recognized at the point on creation of the trust or completion date specified in the contract, or over time in the period when the related service is provided. Other trust-related fees mainly include brokerage commissions of real estate property, sales commissions of beneficial interest in real estate trust, consulting fees of real estate property and charges for stock transfer agent services. These fees are mainly earned on a transaction basis and recognized at the point in time when the related service is provided or over time in the period when the related service is provided.

Agency business fees mainly include administration service fees related to the MHFG Group's agency business such as Japan's principal public lottery program and revenues from standing proxy services related to stocks and others. These fees are recognized at the point in time when the related service is provided or over time in the period when the related service is provided.

Fees for other customer services include various revenues such as sales commissions of life insurance, service charges for electronic banking, financial advisory fees, and service charges for software development. Sales commissions from life insurance sales are received from insurance companies in return for selling insurance products and recognized when the insurance product is sold to customers. Service charges for electronic banking are mainly monthly basic usage fees and recognized over the related transaction period. Financial advisory fees are received as consideration for services supporting market research and business strategy planning, which are recognized over time in the period when the related advisory service based on the contract is rendered. Service charges for software development are recognized over time according to the progress of the development.

Fee and commission expenses

The principal items included in fee and commission expenses are fee and commission expenses for remittance services and brokerages fees paid for securities transactions. These expenses are generally recognized on an incurred basis.

Income taxes

Income taxes are accounted for in accordance with ASC 740, "Income Taxes" ("ASC 740"). Deferred income taxes reflect the net tax effects of (1) temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for income tax purposes, and (2) operating loss and tax credit carryforwards. A valuation allowance is recorded for any portion of the deferred tax assets unless it is more likely than not that the deferred tax assets will be realized.

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Deferred income tax benefit or expense is recognized for the changes in the net deferred tax asset or liability between periods.

Earnings per common share

Basic earnings per common share are computed by dividing net income (loss) attributable to MHFG common shareholders by the weighted average number of common shares outstanding during the fiscal year. Diluted earnings per common share reflect all dilutive potential common shares such as stock options and the common shares of MHFG under the stock compensation programs. See Note 18 “Earnings per common share” for the computation of basic and diluted earnings per common share.

2. Issued accounting pronouncements

Adopted accounting pronouncements

In March 2020, the FASB issued ASU No.2020-04, “Reference Rate Reform (Topic 848)—Facilitation of the Effects of Reference Rate Reform on Financial Reporting” (“ASU No.2020-04”). The ASU provides optional expedients and exceptions for contracts, hedging relationships, and other transactions affected by reference rate reform. In January 2021, the FASB issued ASU No.2021-01, “Reference Rate Reform (Topic 848)—Scope” (“ASU No.2021-01”). The ASU clarifies that certain optional expedients and exceptions for contract modifications and hedge accounting apply to derivatives that are affected by the transition. In December 2022, the FASB issued ASU No.2022-06, “Reference Rate Reform (Topic 848)—Deferral of the Sunset Date of Topic 848” (“ASU No.2022-06”). The ASU amends the sunset date of Topic 848 from December 31, 2022 to December 31, 2024. ASU No.2020-04 is effective as of March 12, 2020 through December 31, 2024. ASU No.2021-01 is effective as of January 7, 2021 through December 31, 2024. ASU No.2022-06 is effective as of December 21, 2022 through December 31, 2024. The MHFG Group has elected the practical expedient for modifications of contracts. The practical expedient provides an election to account for certain contract amendments related to reference rate reform without the requirement to assess the significance of the modifications. The main reason for applying the practical expedient is to ease the administrative burden of accounting for contracts impacted by reference rate reform. This election has not had, and is expected to not have, a material impact on the Group’s consolidated results of operations or financial condition.

In March 2022, the FASB issued ASU No.2022-02, “Financial Instruments—Credit Losses (Topic 326)—Troubled Debt Restructurings and Vintage Disclosures” (“ASU No.2022-02”). The amendments in this update eliminate the accounting guidance for troubled debt restructurings (“TDR”s) by creditors in Subtopic 310-40, Receivables—Troubled Debt Restructurings by Creditors, while enhancing disclosure requirements for certain loan refinancings and restructurings by creditors when a borrower is experiencing financial difficulty. Specifically, rather than applying the recognition and measurement guidance for TDRs, an entity must apply the loan refinancing and restructuring guidance in paragraphs 310-20-35-9 through 35-11 to determine whether a modification results in a new loan or a continuation of an existing loan. The amendments in this update also require that an entity disclose current-period gross write-offs by year of origination for financing receivables and net investments in leases within the scope of Topic 326. The MHFG Group adopted ASU No.2022-02 on April 1, 2023. The adoption of ASU No.2022-02 did not have a material impact on its consolidated results of operations or financial condition. The amendments related to disclosures are required to be applied prospectively beginning as of the date of adoption. See Note 4 “Loans” for new disclosures for periods beginning on and after April 1, 2023.

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Accounting pronouncements issued but not yet effective as of March 31, 2024

In November 2023, the FASB issued ASU No.2023-07, “Segment Reporting (Topic 280)—Improvements to Reportable Segment Disclosures” (“ASU No.2023-07”). The amendments in this update improve the annual and interim reportable segments disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The ASU includes a requirement to disclose significant segment expenses that are regularly provided to the chief operating decision maker (“CODM”) and included within each reported measure of segment profit or loss, the title and position of the CODM, an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. The ASU is required to be adopted on a retrospective basis and will be effective for the MHFG Group for its fiscal year ending March 31, 2025 and for interim periods beginning on April 1, 2025. The Group is currently evaluating the potential impact that the adoption of ASU No.2023-07 will have on disclosures in its consolidated financial statements.

In December 2023, the FASB issued ASU No.2023-09, “Income Taxes (Topic 740)—Improvements to Income Tax Disclosures” (“ASU No.2023-09”). The ASU improves income tax disclosures primarily in relation to the rate reconciliation and information on income taxes paid on an annual basis. The ASU will be effective for the MHFG Group for its fiscal year ending March 31, 2026. The Group is currently evaluating the potential impact that the adoption of ASU No.2023-09 will have on disclosures in its consolidated financial statements.

3. Investments

Available-for-sale and held-to-maturity securities

The amortized cost, net of allowance for credit losses, gross unrealized gains and losses, and fair value of available-for-sale and held-to-maturity securities at March 31, 2023 and 2024 are as follows:

	<u>Amortized cost⁽⁴⁾⁽⁵⁾</u>	<u>Gross unrealized gains</u>	<u>Gross unrealized losses</u>	<u>Fair value</u>
	(in millions of yen)			
2023				
Available-for-sale securities:				
Debt securities:				
Japanese government bonds	16,483,722	3,067	37,496	16,449,293
Japanese local government bonds	560,093	198	5,628	554,663
U.S. Treasury bonds and federal agency securities	382,990	—	7,289	375,701
Other foreign government bonds	1,309,473	661	2,261	1,307,873
Agency mortgage-backed securities ⁽¹⁾	532,364	1,140	11,307	522,197
Residential mortgage-backed securities	48,257	71	866	47,462
Commercial mortgage-backed securities	856,708	5,157	451	861,414
Japanese corporate bonds and other debt securities	2,100,733	13,024	4,538	2,109,219
Foreign corporate bonds and other debt securities ⁽²⁾	1,005,209	2,319	1,581	1,005,947
Total	<u>23,279,549</u>	<u>25,637</u>	<u>71,417</u>	<u>23,233,769</u>
Held-to-maturity securities:				
Debt securities:				
Japanese government bonds	799,305	2,171	1,028	800,448
Agency mortgage-backed securities ⁽³⁾	1,250,802	403	136,545	1,114,660
Total	<u>2,050,107</u>	<u>2,574</u>	<u>137,573</u>	<u>1,915,108</u>

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	<u>Amortized cost⁽⁴⁾⁽⁵⁾</u>	<u>Gross unrealized gains</u>	<u>Gross unrealized losses</u>	<u>Fair value</u>
	(in millions of yen)			
2024				
Available-for-sale securities:				
Debt securities:				
Japanese government bonds	10,968,212	9,137	2,956	10,974,393
Japanese local government bonds	591,218	95	7,574	583,739
U.S. Treasury bonds and federal agency securities	147,186	118	252	147,052
Other foreign government bonds	2,044,611	1,739	1,755	2,044,595
Agency mortgage-backed securities ⁽¹⁾	495,057	140	18,225	476,972
Residential mortgage-backed securities	32,120	30	767	31,383
Commercial mortgage-backed securities	800,224	4,787	789	804,222
Japanese corporate bonds and other debt securities	1,817,009	21,958	5,909	1,833,057
Foreign corporate bonds and other debt securities ⁽²⁾	816,421	1,713	214	817,921
Total	<u>17,712,059</u>	<u>39,718</u>	<u>38,442</u>	<u>17,713,335</u>
Held-to-maturity securities:				
Debt securities:				
Japanese government bonds	519,397	208	7,585	512,020
Agency mortgage-backed securities ⁽³⁾	3,528,150	9,213	186,460	3,350,904
Total	<u>4,047,547</u>	<u>9,421</u>	<u>194,044</u>	<u>3,862,924</u>

Notes:

- (1) Agency mortgage-backed securities presented in this line consist of Japanese and Foreign agency mortgage-backed securities, of which the fair values were ¥522,166 million and ¥31 million, respectively, at March 31, 2023, and ¥476,947 million and ¥26 million, respectively, at March 31, 2024. All Japanese agency mortgage-backed securities are issued by Japan Housing Finance Agency, a Japanese government-sponsored enterprise. Foreign agency mortgage-backed securities primarily consist of Government National Mortgage Association (“Ginnie Mae”) securities, which are guaranteed by the United States government.
- (2) Other debt securities presented in this line primarily consist of Foreign negotiable certificates of deposit (“NCDs”) and asset-backed securities (“ABS”), of which the total fair values were ¥330,365 million at March 31, 2023, and ¥209,956 million at March 31, 2024.
- (3) All Agency mortgage-backed securities presented in this line are Ginnie Mae securities.
- (4) Amortized cost, net of the allowance for credit losses, of which the amounts related to available-for-sale securities were ¥nil at both March 31, 2023 and 2024.
- (5) Accrued interest receivables are excluded from amortized cost, of which the amount were ¥5,637 million at March 31, 2023, and ¥15,708 million at March 31, 2024 and included in Accrued income.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Contractual maturities

The amortized cost, net of allowance for credit losses, and fair value of available-for-sale and held-to-maturity securities at March 31, 2024 are shown in the table below based on their contractual maturities. Expected maturities may differ from contractual maturities because some securities are not due at a single maturity date, and some securities, such as mortgage-backed securities, contain embedded call or prepayment options.

Amortized cost	Due in one	Due after one	Due after five	Due after	Total
	year or less	year through	years through	ten years	
	(in millions of yen)				
Available-for-sale securities:					
Debt securities:					
Japanese government bonds	10,565,041	11,922	391,249	—	10,968,212
Japanese local government bonds	72,554	220,432	288,731	9,501	591,218
U.S. Treasury bonds and federal agency securities . . .	147,186	—	—	—	147,186
Other foreign government bonds	1,513,211	526,826	3,293	1,281	2,044,611
Agency mortgage-backed securities	—	—	912	494,145	495,057
Residential mortgage-backed securities	—	—	—	32,120	32,120
Commercial mortgage-backed securities	12,480	545,950	241,794	—	800,224
Japanese corporate bonds and other debt securities . . .	270,114	1,011,897	205,192	329,806	1,817,009
Foreign corporate bonds and other debt securities	463,244	240,076	92,781	20,320	816,421
Total	<u>13,043,830</u>	<u>2,557,103</u>	<u>1,223,953</u>	<u>887,173</u>	<u>17,712,059</u>
Held-to-maturity securities:					
Debt securities:					
Japanese government bonds	100,005	179,850	239,542	—	519,397
Agency mortgage-backed securities	—	—	—	3,528,150	3,528,150
Total	<u>100,005</u>	<u>179,850</u>	<u>239,542</u>	<u>3,528,150</u>	<u>4,047,547</u>
Fair value	Due in one	Due after one	Due after five	Due after	Total
	year or less	year through	years through	ten years	
	(in millions of yen)				
Available-for-sale securities:					
Debt securities:					
Japanese government bonds	10,562,258	11,912	400,223	—	10,974,393
Japanese local government bonds	72,521	219,353	282,856	9,009	583,739
U.S. Treasury bonds and federal agency securities . . .	147,052	—	—	—	147,052
Other foreign government bonds	1,512,511	527,510	3,294	1,281	2,044,595
Agency mortgage-backed securities	—	—	904	476,068	476,972
Residential mortgage-backed securities	—	—	—	31,383	31,383
Commercial mortgage-backed securities	12,485	547,001	244,736	—	804,222
Japanese corporate bonds and other debt securities . . .	270,031	1,009,579	203,358	350,089	1,833,057
Foreign corporate bonds and other debt securities	463,311	240,935	92,929	20,746	817,921
Total	<u>13,040,169</u>	<u>2,556,290</u>	<u>1,228,299</u>	<u>888,577</u>	<u>17,713,335</u>
Held-to-maturity securities:					
Debt securities:					
Japanese government bonds	100,213	178,440	233,367	—	512,020
Agency mortgage-backed securities	—	—	—	3,350,904	3,350,904
Total	<u>100,213</u>	<u>178,440</u>	<u>233,367</u>	<u>3,350,904</u>	<u>3,862,924</u>

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Credit losses

The MHFG Group recognized allowance for credit losses on available-for-sale securities, of which the amount was ¥14 billion at April 1, 2021 and increased by ¥20 billion from April 1, 2021 to ¥34 billion as of March 31, 2022. The increase was due mainly to an increase in credit losses for certain Japanese corporate bonds and other debt securities. The Group did not recognize allowance for credit losses on available-for-sale securities as of March 31, 2023, a decrease by ¥34 billion from March 31, 2022. The decrease was due to a sale of certain Japanese corporate bonds and other debt securities during the period. The Group did not recognize allowance for credit losses on available-for-sale securities on March 31, 2023 and 2024. The Group did not recognize allowance for credit losses on held-to-maturity securities on March 31, 2022, 2023 and 2024 because held-to-maturity securities consist of Japanese government bonds and agency mortgage-backed securities like Ginnie Mae securities. See Note 1 “Basis of presentation and summary of significant accounting policies” for further details of the methodology used to determine the allowance for credit losses.

Continuous unrealized loss position

The following table shows the gross unrealized losses, net of allowance for credit losses, and fair value of available-for-sale securities, aggregated by the length of time that individual securities have been in a continuous unrealized loss position, at March 31, 2023 and 2024:

	Less than 12 months		12 months or more		Total	
	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses
	(in millions of yen)					
2023						
Available-for-sale securities:						
Debt securities:						
Japanese government bonds	3,706,134	11,369	1,419,222	26,127	5,125,356	37,496
Japanese local government bonds	146,484	1,596	322,224	4,032	468,708	5,628
U.S. Treasury bonds and federal agency securities . .	65,288	765	293,149	6,524	358,437	7,289
Other foreign government bonds	475,493	674	250,130	1,587	725,623	2,261
Agency mortgage-backed securities ^(Note)	142,776	2,361	238,858	8,946	381,634	11,307
Residential mortgage-backed securities	16,230	265	22,017	601	38,247	866
Commercial mortgage-backed securities	105,346	304	43,653	147	148,999	451
Japanese corporate bonds and other debt securities . .	1,177,725	3,775	635,289	763	1,813,014	4,538
Foreign corporate bonds and other debt securities . . .	434,339	1,279	68,959	302	503,298	1,581
Total	<u>6,269,815</u>	<u>22,388</u>	<u>3,293,501</u>	<u>49,029</u>	<u>9,563,316</u>	<u>71,417</u>
2024						
Available-for-sale securities:						
Debt securities:						
Japanese government bonds	9,019,722	2,448	675,435	508	9,695,157	2,956
Japanese local government bonds	108,071	369	456,471	7,205	564,542	7,574
U.S. Treasury bonds and federal agency securities . .	113,185	252	—	—	113,185	252
Other foreign government bonds	865,375	1,196	107,238	559	972,613	1,755
Agency mortgage-backed securities ^(Note)	130,779	1,125	307,777	17,100	438,556	18,225
Residential mortgage-backed securities	645	—	25,220	766	25,865	767
Commercial mortgage-backed securities	18,594	214	138,724	576	157,318	789
Japanese corporate bonds and other debt securities . .	314,933	893	1,217,858	5,016	1,532,791	5,909
Foreign corporate bonds and other debt securities . . .	203,248	166	24,902	48	228,150	214
Total	<u>10,774,551</u>	<u>6,663</u>	<u>2,953,626</u>	<u>31,779</u>	<u>13,728,177</u>	<u>38,442</u>

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Note: Agency mortgage-backed securities presented in this line consist of Japanese agency mortgage-backed securities, of which the fair values were ¥381,634 million at March 31, 2023, and ¥438,556 million at March 31, 2024. All Japanese agency mortgage-backed securities are issued by Japan Housing Finance Agency, a Japanese government-sponsored enterprise.

Available-for-sale securities are considered impaired if the fair value is less than the amortized cost. The MHFG Group recognizes impairment losses in earnings if the Group has the intent to sell the debt security, or if it is more likely than not that the Group will be required to sell the debt security before recovery of its amortized cost. For Japanese government bonds, U.S. Treasury bonds and federal agency securities and Agency mortgage-backed securities, their entire amortized cost bases are expected to be recovered since the unrealized losses had not resulted from credit deterioration, but primarily from changes in interest rates. For the debt securities other than those described above, except for the securities for which credit losses have been recognized in income, the Group determined that their entire amortized cost bases are expected to be recovered, after considering various factors such as the extent to which their fair values were below their amortized cost bases, the external and/or internal ratings and the present values of cash flows expected to be collected. Based on the aforementioned evaluation, except for the securities for which credit losses have been recognized in income, the Group determined that the debt securities in an unrealized loss position were not considered credit losses.

Realized gains and losses

The following table shows the realized gains and losses on sales of available-for-sale securities for the fiscal years ended March 31, 2022, 2023 and 2024. See “Consolidated Statements of Cash Flows for the fiscal years ended March 31, 2022, 2023 and 2024” for the proceeds from sales of investments.

	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(in millions of yen)		
Gross realized gains	12,540	22,962	34,287
Gross realized losses	<u>(40,077)</u>	<u>(23,593)</u>	<u>(51,384)</u>
Net realized gains (losses) on sales of available-for-sale securities	<u>(27,537)</u>	<u>(631)</u>	<u>(17,097)</u>

Equity securities

Equity securities include securities which have readily determinable fair values, securities which qualify for the practical expedient to estimate fair value using the net asset value per share (or its equivalent), and securities which are without readily determinable fair values. Equity securities which have readily determinable fair values mainly consist of common stock of Japanese listed companies. Equity securities which are measured based on the net asset value per share (or its equivalent) consist of private equity and real estate funds. Equity securities without readily determinable fair values include non-marketable stock including preferred stock issued by equity method investees.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Net gains and losses

The following table shows the details of the net gains and losses on Equity securities for the fiscal years ended March 31, 2022, 2023 and 2024:

	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(in millions of yen)		
Net gains (losses) recognized during the period on equity securities	(60,563)	135,601	1,010,288
Less: Net gains (losses) recognized during the period on equity securities sold during the period	<u>17,000</u>	<u>29,561</u>	<u>235,564</u>
Unrealized gains (losses) recognized during the reporting period on equity securities still held at the reporting period	<u>(77,563)</u>	<u>106,040</u>	<u>774,724</u>

Equity securities without readily determinable fair values

The following table shows carrying amounts of equity securities without readily determinable fair values, for which the measurement alternative is used, and cumulative amounts due to downward adjustments and impairments and upward adjustments, at March 31, 2022, 2023 and 2024:

	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(in millions of yen)		
Carrying amounts at the end of the period	207,407	207,743	357,938
Downward adjustments and impairments	6,519	5,345	11,002
Upward adjustments	11,623	13,015	13,764

The following table shows amounts recognized in earnings during the period due to downward adjustments and impairments and upward adjustments for equity securities without readily determinable fair values.

	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(in millions of yen)		
Downward adjustments and impairments	2,626	1,291	7,296
Upward adjustments	2,459	1,459	825

The MHFG Group elected to measure all equity securities without readily determinable fair values, which do not qualify for the practical expedient to estimate fair value, using the measurement alternative, which is made on an instrument-by-instrument basis. Under the measurement alternative, equity securities are carried at cost plus or minus changes resulting from observable price changes in orderly transactions for the identical or similar securities of the same issuer. In addition, the Group assesses whether these equity securities are impaired. Impairment is primarily based on a liquidation value technique that considers the financial condition, credit ratings, and near-term prospects of the issuers. When observable price changes or impairments exist, the securities are adjusted to fair value, with the full difference between the fair value of the security and its carrying amount recognized in earnings.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Other investments

The following table summarizes the composition of Other investments at March 31, 2023 and 2024:

	<u>2023</u>	<u>2024</u>
	(in millions of yen)	
Equity method investments	598,772	799,527
Investments held by consolidated investment companies and other	<u>68,429</u>	<u>84,969</u>
Total	<u>667,201</u>	<u>884,496</u>

Equity method investments

Investments in investees over which the MHFG Group has the ability to exert significant influence are accounted for using the equity method of accounting. Such investments included marketable equity securities with carrying values of ¥268,736 million and ¥316,205 million, at March 31, 2023 and 2024, respectively. The aggregate market values of these marketable equity securities were ¥503,171 million and ¥642,663 million, respectively. The majority of aggregate market values of these marketable equity securities as of March 31, 2024 include Orient Corporation, Joint Stock Commercial Bank for Foreign Trade of Vietnam and Mizuho Leasing Company, Limited of which the MHFG Group's proportionate share of the total outstanding common stock were 49.00%, 15.00% and 23.54%, respectively. In addition, equity method investments as of March 31, 2024 include non-marketable equity securities such as Matthews International Capital Management, LLC, Custody Bank of Japan, Ltd., Rakuten Securities, Inc. and Kisetu Saison Finance (India) Private Ltd. of which the MHFG Group's proportionate share of the total outstanding common stock were 18.10%, 27.00%, 49.00% and 16.25%, respectively.

Investments held by consolidated investment companies

The MHFG Group consolidates certain investment companies over which it has control through either ownership or other means. Investment companies are subject to specialized industry accounting which requires investments to be carried at fair value, with changes in fair value recorded in earnings. The Group maintains this specialized industry accounting for investments held by consolidated investment companies, which consist of marketable and non-marketable investments.

4. Loans

Credit quality information

In accordance with the MHFG Group's credit risk management policies, the Group uses an internal rating system that consists of credit ratings for the corporate portfolio segment and pool allocations for the retail portfolio segment as the basis of its risk management infrastructure. Credit ratings consist of obligor ratings which represent the level of credit risk of the obligor, and transaction ratings which represent the ultimate possibility of losses expected on individual loans by taking into consideration various factors such as collateral or guarantees involved. In principle, obligor ratings are applied to all obligors except those to which pool allocations are applied, and are subject to regular review at least once a year as well as special review which is required whenever the obligor's credit standing changes. Pool allocations are applied to small loans that are less than a specified amount by pooling customers and loans with similar risk characteristics, and the risk is assessed mainly based on past due status and managed according to such pools. The Group generally reviews the appropriateness and effectiveness of the approach to obligor ratings and pool allocations once a year in accordance with predetermined policies and procedures.

The Group does not record expected credit losses for accrued interest receivables because uncollectible accrued interest is reversed through interest income in a timely manner in line with the Group's nonaccrual and past due

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
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policies for loans. The amount of accrued interest receivables included in Accrued income was ¥198 billion and ¥260 billion at March 31, 2023 and 2024, respectively.

The Group does not believe that its exposure to any particular geographic area and business sector results in a significant concentration of credit risk.

The table below presents the MHFG Group's definition of obligor ratings used by MHBK and MHTB, and equivalent obligor ratings are determined for the other subsidiaries:

Obligor category^{(1) (2)}	Obligor rating	Definition
Normal	A	Obligors whose certainty of debt fulfillment is very high, hence their level of credit risk is very low.
	B	Obligors whose certainty of debt fulfillment poses no problems for the foreseeable future, and their level of credit risk is low.
	C	Obligors whose certainty of debt fulfillment and their level of credit risk pose no problems for the foreseeable future.
	D	Obligors whose current certainty of debt fulfillment poses no problems, however, their resistance to future economic environmental changes is low.
Watch	E1	Obligors that require observation going forward because of either minor concerns regarding their financial position, or their somewhat weak or unstable business conditions.
	E2	Obligors that require special observation going forward because of problems with their borrowings such as reduced or suspended interest payments, problems with debt fulfillment such as failure to make principal or interest payments, or problems with their financial position as a result of their weak or unstable business conditions.
Intensive control	F	Obligors that are not yet bankrupt but are in financial difficulties and are deemed likely to become bankrupt in the future because of insufficient progress in implementing their management improvement plans or other measures (including obligors that are receiving ongoing support from financial institutions).
Substantially bankrupt	G	Obligors that have not yet become legally or formally bankrupt but are substantially insolvent because they are in serious financial difficulties and are deemed to be incapable of being restructured.
Bankrupt	H	Obligors that have become legally or formally bankrupt.

Notes:

- (1) Special attention obligors are watch obligors with modified debt or 90 days or more delinquent debt. Loans to such obligors are considered nonaccrual.
- (2) The Group classifies loans to special attention, intensive control, substantially bankrupt and bankrupt obligors as nonaccrual loans.

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The table below presents credit quality information of loans based on the MHFG Group's internal rating system at March 31, 2023 and 2024:

	Term loans by origination year						Revolving Loans ⁽²⁾	Total
	2022	2021	2020	2019	2018	Prior to 2018		
	(in billions of yen)							
2023								
Domestic:								
Corporate:								
Large companies:								
Normal obligors	12,277	5,993	5,384	3,994	3,065	3,670	7,517	41,900
Watch obligors excluding special attention obligors	109	46	50	58	59	33	130	485
Nonaccrual loans	153	35	61	134	99	159	339	980
Small and medium-sized companies:								
Normal obligors	551	301	285	248	221	571	531	2,708
Watch obligors excluding special attention obligors	45	16	26	16	18	28	20	169
Nonaccrual loans	26	7	16	9	8	27	29	122
Retail ⁽¹⁾ :								
Housing Loan:								
Normal obligors	711	570	476	468	478	4,723	—	7,426
Watch obligors excluding special attention obligors	1	2	1	2	1	35	—	42
Nonaccrual loans	8	2	2	1	1	25	—	39
Others:								
Normal obligors	184	87	226	80	64	297	484	1,422
Watch obligors excluding special attention obligors	22	6	21	5	4	5	8	71
Nonaccrual loans	9	4	6	2	4	20	10	55
Sovereign:								
Normal obligors	1,217	54	90	91	75	328	1	1,856
Watch obligors excluding special attention obligors	8	2	—	—	—	—	—	10
Nonaccrual loans	—	—	—	—	—	—	—	—
Banks and other financial institutions:								
Normal obligors	107	17	23	134	155	114	95	645
Watch obligors excluding special attention obligors	—	—	—	—	—	—	—	—
Nonaccrual loans	—	—	—	—	—	—	—	—
Total domestic	15,428	7,142	6,667	5,242	4,252	10,035	9,164	57,930
Foreign:								
Corporate ⁽³⁾ :								
Normal obligors	15,317	3,891	2,142	1,954	1,024	1,312	6,731	32,371
Watch obligors excluding special attention obligors	228	101	192	72	43	50	58	744
Nonaccrual loans	31	19	13	18	11	32	11	135
Retail:								
Normal obligors	2	1	1	1	1	3	—	9
Watch obligors excluding special attention obligors	—	—	—	—	—	—	—	—
Nonaccrual loans	—	—	—	—	—	—	—	—
Sovereign:								
Normal obligors	160	188	7	32	5	2	83	477
Watch obligors excluding special attention obligors	—	—	—	—	—	—	—	—
Nonaccrual loans	—	—	—	1	—	—	—	1
Banks and other financial institutions:								
Normal obligors	1,536	265	169	91	19	4	404	2,488
Watch obligors excluding special attention obligors	8	4	4	5	—	—	—	21
Nonaccrual loans	—	—	—	—	—	—	—	—
Total foreign	17,282	4,469	2,528	2,174	1,103	1,403	7,287	36,246
Total	32,710	11,611	9,195	7,416	5,355	11,438	16,451	94,176

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	Term loans by origination year							Total
	2023	2022	2021	2020	2019	Prior to 2019	Revolving Loans ⁽²⁾	
	(in billions of yen)							
2024								
Domestic:								
Corporate:								
Large companies:								
Normal obligors	13,870	5,879	4,505	4,328	2,832	4,979	7,847	44,241
Watch obligors excluding special attention obligors	186	42	37	43	184	49	172	713
Nonaccrual loans	157	65	26	61	134	167	356	967
Small and medium-sized companies:								
Normal obligors	430	251	195	150	151	533	494	2,204
Watch obligors excluding special attention obligors	35	15	10	12	15	30	19	135
Nonaccrual loans	8	7	7	8	8	33	26	97
Retail ⁽¹⁾ :								
Housing Loan:								
Normal obligors	350	391	431	342	360	5,224	—	7,098
Watch obligors excluding special attention obligors	—	—	—	—	—	36	—	37
Nonaccrual loans	—	—	—	—	1	33	—	35
Others:								
Normal obligors	211	71	54	100	48	337	470	1,291
Watch obligors excluding special attention obligors	23	6	5	10	3	7	8	62
Nonaccrual loans	5	2	3	6	2	22	9	49
Sovereign:								
Normal obligors	1,858	47	48	92	66	321	3	2,436
Watch obligors excluding special attention obligors	8	2	1	—	—	—	—	12
Nonaccrual loans	—	—	—	—	—	—	—	—
Banks and other financial institutions:								
Normal obligors	120	103	262	2	107	110	527	1,231
Watch obligors excluding special attention obligors	—	—	—	—	—	—	—	—
Nonaccrual loans	—	—	—	—	—	—	—	—
Total domestic	17,261	6,882	5,585	5,155	3,911	11,883	9,932	60,608
Foreign:								
Corporate ⁽³⁾ :								
Normal obligors	14,106	5,488	2,589	1,028	1,128	1,028	7,706	33,073
Watch obligors excluding special attention obligors	243	83	35	161	22	57	105	705
Nonaccrual loans	60	27	2	5	2	19	13	127
Retail:								
Normal obligors	2	1	1	1	1	3	—	10
Watch obligors excluding special attention obligors	—	—	—	—	—	—	—	—
Nonaccrual loans	—	—	—	—	—	—	—	—
Sovereign:								
Normal obligors	319	215	117	2	4	—	29	686
Watch obligors excluding special attention obligors	—	—	—	—	—	—	—	—
Nonaccrual loans	—	—	—	—	—	—	—	—
Banks and other financial institutions:								
Normal obligors	1,674	874	193	21	2	7	448	3,219
Watch obligors excluding special attention obligors	—	6	4	—	6	—	—	16
Nonaccrual loans	—	—	—	—	—	—	—	—
Total foreign	16,403	6,694	2,941	1,219	1,164	1,114	8,302	37,837
Total	33,665	13,575	8,525	6,374	5,075	12,997	18,233	98,445

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Notes:

- (1) The primary component of the retail portfolio segment is housing loans to individuals which obligor category is classified based on past due status. The trigger to reclassify obligors from normal obligors to watch obligors excluding special attention obligors is when the past due status is more than 30 days.
- (2) There were no significant revolving line of credit arrangements that converted to term loans during the fiscal year ended March 31, 2023 and 2024.
- (3) Corporate of foreign included ¥184 billion and ¥176 billion of lease receivables that were receivables arising from direct financing leasing at March 31, 2023 and 2024, respectively.

The table below presents gross charge-offs recognized for the fiscal year ended March 31, 2024:

	March 31, 2024						Revolving Loans	Total
	2023	2022	2021	2020	2019	Prior to 2019		
	(in billions of yen)							
Domestic:								
Corporate:								
Large companies	5	13	3	—	2	1	2	27
Small and medium-sized companies	1	2	—	—	—	—	2	5
Retail:								
Housing Loan	—	—	—	—	—	2	—	2
Others	1	1	—	—	—	1	—	3
Total domestic	6	16	3	—	2	4	4	37
Foreign:								
Total foreign ^(Note)	—	1	1	2	—	6	—	10
Total	7	18	3	2	2	10	4	46

Note: The majority of total foreign consist of corporate.

Loans are generally carried at the principal amount adjusted for unearned income and deferred net nonrefundable loan fees and costs. Loan origination fees, net of certain direct origination costs, are deferred and recognized over the contractual life of the loan as an adjustment of yield using a method that approximates the interest method. Interest income on performing loans is accrued and credited to income as it is earned. Unearned income and discounts or premiums on purchased loans are deferred and recognized over the life of the loan using a method that approximates the interest method.

Unearned income and deferred loan fees was ¥238 billion and ¥268 billion at March 31, 2023 and 2024, respectively.

The Group uses, as a practical expedient, the fair value of the collateral when recording the net carrying amounts of loans and determining the allowance for credit losses of such loans, for which the repayment is expected to be provided substantially through the operation or sale of the collateral, when the borrower is experiencing financial difficulty based on the assessment as of the reporting date. As of March 31, 2024, collateral relating to these loans was primarily comprised of real estate. There were no significant changes in the extent to which collateral secures these loans during this fiscal year and no significant concentration of collateral against any portfolio segment.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Nonaccrual loans

The MHFG Group considers loans to be nonaccrual when it is probable that the Group will be unable to collect all the scheduled payments of principal and interest when due according to the contractual terms of the loans. The Group classifies loans to special attention, intensive control, substantially bankrupt and bankrupt obligors as nonaccrual loans. There are no loans that are 90 days past due and still accruing. The Group does not have any loans to borrowers that cause management to have serious doubts as to the ability of such borrowers to comply with the present loan repayment terms for the periods presented other than those already designated as nonaccrual loans. The table below presents nonaccrual loans information at March 31, 2023 and 2024:

	Amortized cost ⁽¹⁾			Interest income recognized ⁽²⁾
	Nonaccrual loans with an allowance	Nonaccrual loans without an allowance	Total nonaccrual loans	
(in billions of yen)				
2023				
Domestic:				
Corporate:				
Large companies	961	19	980	16
Small and medium-sized companies	103	19	122	1
Retail:				
Housing Loan	22	17	39	1
Others	37	18	55	1
Total domestic	<u>1,123</u>	<u>73</u>	<u>1,196</u>	<u>19</u>
Foreign:				
Total foreign ⁽³⁾	132	4	136	4
Total	<u>1,255</u>	<u>77</u>	<u>1,332</u>	<u>23</u>
2024				
Domestic:				
Corporate:				
Large companies	950	17	967	13
Small and medium-sized companies	86	12	97	1
Retail:				
Housing Loan	20	15	35	1
Others	31	18	49	1
Total domestic	<u>1,088</u>	<u>61</u>	<u>1,149</u>	<u>16</u>
Foreign:				
Total foreign ⁽³⁾	124	3	127	4
Total	<u>1,212</u>	<u>64</u>	<u>1,276</u>	<u>20</u>

Notes:

- (1) Amounts represent the outstanding balances of nonaccrual loans. The MHFG Group's policy for placing loans in nonaccrual status is consistent with the Group's definition of nonaccrual loans.
- (2) Amounts represent the amount of interest income on nonaccrual loans recognized on a cash basis and included in Interest income on loans in the consolidated statements of income.
- (3) The majority of total foreign consist of corporate.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The remaining balance of nonaccrual loans that have been partially charged off, was ¥11,314 million and ¥8,168 million as of March 31, 2023 and 2024, respectively.

Loan modifications to borrowers experiencing financial difficulty

The MHFG Group grants certain modifications of loans to borrowers experiencing financial difficulty. The following table presents modified loans that were determined to be TDRs during the fiscal year ended March 31, 2023:

	<u>Loan forgiveness or debt to equity swaps</u>		<u>Interest rate reduction and/or postponement of principal and/or interest</u>
	<u>Recorded investment⁽¹⁾</u>	<u>Charge-offs</u>	
	(in billions of yen)		
2023			
Domestic:			
Corporate:			
Large companies	—	141	595
Small and medium-sized companies	—	—	106
Retail:			
Housing Loan	—	—	5
Others	—	—	19
Total domestic	<u>—</u>	<u>141</u>	<u>725</u>
Foreign:			
Total foreign ⁽²⁾	<u>—</u>	<u>—</u>	<u>66</u>
Total	<u>—</u>	<u>141</u>	<u>791</u>

Notes:

(1) Amounts represent the book values of loans immediately after the restructurings.

(2) The majority of total foreign consist of corporate.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table presents loan modifications to borrowers experiencing financial difficulty by type of modification during the fiscal year ended March 31, 2024:

	<u>Term extension⁽²⁾</u>	<u>Interest rate reduction⁽²⁾</u>	<u>Term extension and interest rate reduction</u>	<u>Principal forgiveness</u>	<u>Other</u>	<u>Total⁽³⁾⁽⁴⁾</u>
	(in billions of yen)					
2024						
Domestic:						
Corporate:						
Large companies	227	—	4	—	6	237
Small and medium-sized companies . . .	34	—	2	—	—	35
Retail:						
Housing Loan	—	—	—	—	—	—
Others	4	—	—	—	—	5
Total domestic	<u>265</u>	<u>—</u>	<u>6</u>	<u>—</u>	<u>6</u>	<u>278</u>
Foreign:						
Total foreign ⁽¹⁾	15	5	1	—	—	20
Total	<u>280</u>	<u>5</u>	<u>6</u>	<u>—</u>	<u>6</u>	<u>298</u>

Notes:

- (1) The majority of total foreign consist of corporate.
- (2) The financial effects of loan modifications, which were largely in the form of term extensions and interest rate reductions, included extending the weighted-average life of the loans by 12.1 months, and reducing the weighted-average contractual interest rate by 0.6% for the fiscal year ended March 31, 2024.
- (3) Commitments to lend to borrowers experiencing financial difficulty that were granted modifications were immaterial at March 31, 2024.
- (4) The allowance for credit losses on loans is based on macroeconomic-sensitive models that rely on historical performance and macroeconomic scenarios to forecast expected credit losses. Modifications of loans impact expected credit losses by affecting the likelihood of default.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table presents the delinquent status of modified loans to borrowers experiencing financial difficulty, including loans that were modified during the fiscal year ended March 31, 2024:

	<u>30-59 days past due</u>	<u>60-89 days past due</u>	<u>90 days or more past due</u>	<u>Total past due</u>	<u>Current</u>	<u>Total</u>
	(in billions of yen)					
2024						
Domestic:						
Corporate:						
Large companies	—	—	4	4	234	237
Small and medium-sized companies	—	—	—	—	35	35
Retail:						
Housing Loan	—	—	—	—	—	—
Others	—	—	—	—	5	5
Total domestic	<u>—</u>	<u>—</u>	<u>4</u>	<u>5</u>	<u>273</u>	<u>278</u>
Foreign:						
Total foreign ^(Note)	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>20</u>	<u>20</u>
Total	<u>—</u>	<u>—</u>	<u>4</u>	<u>5</u>	<u>293</u>	<u>298</u>

Note: The majority of total foreign consist of corporate.

Payment default is deemed to occur when the loan becomes three months past due or the obligor is downgraded to the category of substantially bankrupt or bankrupt. The following table presents payment defaults which occurred during the fiscal year ended March 31, 2023 with respect to the loans modified as TDRs within the previous twelve months:

	<u>Recorded investment 2023</u>
	(in billions of yen)
Domestic:	
Corporate:	
Large companies	95
Small and medium-sized companies	1
Retail:	
Housing Loan	1
Others	1
Total domestic	<u>98</u>
Foreign:	
Total foreign	<u>10</u>
Total	<u>108</u>

The loans modified and subsequently defaulted during the fiscal year ended March 31, 2024 were insignificant.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Age analysis of past due loans

The table below presents an analysis of the age of the amortized cost basis in loans that are past due at March 31, 2023 and 2024:

	<u>30-59 days past due</u>	<u>60-89 days past due</u>	<u>90 days or more past due</u>	<u>Total past due</u>	<u>Current</u>	<u>Total</u>
	(in billions of yen)					
2023						
Domestic:						
Corporate:						
Large companies	—	3	28	31	43,334	43,365
Small and medium-sized companies	—	—	9	9	2,990	2,999
Retail:						
Housing Loan	14	8	13	35	7,472	7,507
Others	4	1	10	15	1,533	1,548
Sovereign						
Banks and other financial institutions	—	—	—	—	1,866	1,866
Banks and other financial institutions	—	—	—	—	645	645
Total domestic	<u>18</u>	<u>12</u>	<u>60</u>	<u>90</u>	<u>57,840</u>	<u>57,930</u>
Foreign:						
Total foreign ^(Note)	—	—	23	23	36,223	36,246
Total	<u>18</u>	<u>12</u>	<u>83</u>	<u>113</u>	<u>94,063</u>	<u>94,176</u>
2024						
Domestic:						
Corporate:						
Large companies	1	—	35	37	45,884	45,921
Small and medium-sized companies	—	1	5	6	2,431	2,436
Retail:						
Housing Loan	12	7	12	31	7,139	7,170
Others	5	1	10	16	1,387	1,403
Sovereign						
Banks and other financial institutions	—	—	—	—	2,447	2,447
Banks and other financial institutions	—	—	—	—	1,231	1,231
Total domestic	<u>18</u>	<u>9</u>	<u>62</u>	<u>89</u>	<u>60,519</u>	<u>60,608</u>
Foreign:						
Total foreign ^(Note)	—	—	20	20	37,817	37,837
Total	<u>18</u>	<u>9</u>	<u>82</u>	<u>109</u>	<u>98,335</u>	<u>98,445</u>

Note: The majority of total foreign consist of corporate.

Net losses on sales of loans

Net losses on sales of loans were ¥3,080 million, ¥13,436 million and ¥43,457 million for the fiscal years ended March 31, 2022, 2023 and 2024, respectively. These net losses include unrealized gains and losses on loans held for sale, representing the adjustments to the lower of cost or fair value at the end of each reporting period. The gains and losses on sales of loans are recorded in Other noninterest income and expenses, respectively.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

5. Allowance for credit losses on loans

Changes in Allowance for credit losses on loans by portfolio segment for the fiscal years ended March 31, 2022, 2023 and 2024 are shown below:

	Domestic				Foreign ⁽²⁾	Total
	Corporate	Retail	Sovereign	Banks and other financial institutions		
	(in millions of yen)					
2022						
Balance at beginning of fiscal year	481,420	83,171	68	623	85,567	650,849
Provision (credit) for credit losses on loans	144,998	(6,895)	(6)	(227)	49,729	187,599
Charge-offs	(32,530)	(4,166)	—	—	(23,144)	(59,840)
Recoveries	7,618	1,304	—	—	9,832	18,754
Net charge-offs	(24,912)	(2,862)	—	—	(13,312)	(41,086)
Others ⁽¹⁾	—	—	—	42	12,413	12,455
Balance at end of fiscal year	601,506	73,414	62	438	134,397	809,817
2023						
Balance at beginning of fiscal year	601,506	73,414	62	438	134,397	809,817
Provision (credit) for credit losses on loans	51,551	(5,413)	(9)	432	44,287	90,848
Charge-offs ⁽³⁾	(153,014)	(5,664)	—	—	(68,772)	(227,450)
Recoveries	5,858	1,204	—	—	3,414	10,476
Net charge-offs	(147,156)	(4,460)	—	—	(65,358)	(216,974)
Others ⁽¹⁾	—	—	—	—	17,268	17,268
Balance at end of fiscal year	505,901	63,541	53	870	130,594	700,959
2024						
Balance at beginning of fiscal year	505,901	63,541	53	870	130,594	700,959
Provision (credit) for credit losses on loans	83,702	(4,208)	(9)	(597)	(26,061)	52,827
Charge-offs ⁽³⁾	(31,936)	(4,882)	—	—	(9,505)	(46,323)
Recoveries	6,049	1,338	—	—	4,561	11,948
Net charge-offs	(25,887)	(3,544)	—	—	(4,945)	(34,376)
Others ⁽¹⁾	—	—	—	—	30,660	30,660
Balance at end of fiscal year	563,716	55,790	44	273	130,249	750,071

Notes:

- (1) Others includes primarily foreign exchange translation.
- (2) The majority of total foreign consist of corporate.
- (3) Charge-offs decreased from ¥227,450 million for the fiscal year ended March 31, 2023 to ¥46,323 million for the fiscal year ended March 31, 2024. The decrease was due mainly to a charge-off related to a debt waiver to a domestic corporate borrower which was recognized in the fiscal year ended March 31, 2023.

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6. Premises and equipment

Premises and equipment at March 31, 2023 and 2024 consist of the following:

	2023	2024
	(in millions of yen)	
Land	577,755	577,026
Buildings	703,655	684,476
Equipment and furniture	378,015	393,379
Leasehold improvements	204,835	217,762
Construction in progress	44,393	47,787
Software	1,366,445	1,452,645
Total	3,275,098	3,373,076
Less: Accumulated depreciation and amortization	1,621,210	1,658,590
Premises and equipment—net	1,653,888	1,714,485

Depreciation and amortization expense for premises and equipment for the fiscal years ended March 31, 2022, 2023 and 2024 was ¥220,436 million, ¥231,291 million and ¥214,157 million, respectively.

Depreciation and amortization expense related to software was reported in General and administrative expenses, and all other depreciation and amortization expense was reported in Occupancy expenses.

The MHFG Group recognized impairment losses of ¥13,500 million on premises and equipment for the fiscal year ended March 31, 2022, of which ¥433 million was recorded in General and administrative expenses and ¥13,067 million was recorded in Occupancy expenses. Such losses included ¥12,976 million of impairment losses related mainly to real estate used for the entity-wide assets. This real estate is either no longer being used or the carrying amount is not recoverable.

The amount of impairment losses on premises and equipment for the fiscal year ended March 31, 2023 was not significant.

The amount of impairment losses on premises and equipment for the fiscal year ended March 31, 2024 was not significant.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

7. Goodwill and intangible assets

Goodwill

The changes in Goodwill during the fiscal years ended March 31, 2022, 2023 and 2024 are as follows:

	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(in millions of yen)		
Balance at beginning of fiscal year	92,695	92,695	92,928
Goodwill acquired ⁽¹⁾	—	233	66,980
Foreign exchange translation	—	—	4,550
Balance at end of fiscal year	<u>92,695</u>	<u>92,928</u>	<u>164,458</u>
Gross amount of goodwill ⁽²⁾	161,993	163,209	235,563
Accumulated impairment losses	69,298	70,281	71,105

Notes:

- (1) For the fiscal year ended March 31, 2024, Goodwill acquired is entirely related to the acquisition of Greenhill & Co., Inc.
- (2) Goodwill is recorded at a designated reporting unit level for the purpose of assessing impairment. Goodwill is not allocated to the reportable segments in Note 30 “Business segment information.”

Intangible assets

The table below presents the gross carrying amount, accumulated amortization and net carrying amount of intangible assets at March 31, 2023 and 2024:

	<u>2023</u>			<u>2024</u>		
	<u>Gross carrying amount</u>	<u>Accumulated amortization</u>	<u>Net carrying amount</u>	<u>Gross carrying amount</u>	<u>Accumulated amortization</u>	<u>Net carrying amount</u>
	(in millions of yen)					
Intangible assets subject to amortization:						
Customer relationships ^(Note)	130,124	94,777	35,347	135,866	102,231	33,636
Other	<u>2,883</u>	<u>1,408</u>	<u>1,475</u>	<u>7,696</u>	<u>3,641</u>	<u>4,055</u>
Total	<u>133,007</u>	<u>96,185</u>	<u>36,822</u>	<u>143,562</u>	<u>105,871</u>	<u>37,690</u>
Intangible assets not subject to amortization:						
Total	<u>7,859</u>	—	<u>7,859</u>	<u>7,293</u>	—	<u>7,293</u>
Total	<u>140,866</u>	<u>96,185</u>	<u>44,681</u>	<u>150,855</u>	<u>105,871</u>	<u>44,984</u>

Note: Customer relationships were mainly acquired in connection with the merger of MHSC and Shinko on May 7, 2009 and the integration among asset management companies on October 1, 2016. See Note 1 “Basis of presentation and summary of significant accounting policies” for further information.

For the fiscal years ended March 31, 2022, 2023 and 2024, the MHFG Group recognized ¥7,961 million, ¥7,706 million and ¥8,557 million, respectively, of amortization expense in respect of intangible assets, reported in Other noninterest expenses.

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The table below presents the estimated aggregate amortization expense in respect of intangible assets for the next five years:

	(in millions of yen)
Fiscal year ending March 31:	
2025	8,825
2026	7,211
2027	6,492
2028	3,526
2029	3,098

8. Pledged assets and collateral

The following amounts, by balance sheet classification, have been pledged as collateral for borrowings and for other purposes at March 31, 2023 and 2024:

	2023	2024
	(in billions of yen)	
Interest-bearing deposits in other banks	92	94
Trading account assets	7,830	12,331
Investments	12,452	15,081
Loans	8,715	8,699
Other assets	2,059	2,699
Total	<u>31,148</u>	<u>38,904</u>

The associated liabilities collateralized by the above assets at March 31, 2023 and 2024 are summarized below:

	2023	2024
	(in billions of yen)	
Deposits	988	217
Payables under repurchase agreements	10,542	17,553
Payables under securities lending transactions	721	689
Other short-term borrowings	1,003	1,803
Long-term debt	2,173	2,490
Total	<u>15,427</u>	<u>22,752</u>

The Bank of Japan (“the BOJ”) requires private depository institutions to maintain a certain amount of funds as reserves in current accounts with the BOJ, based on average deposit balances and certain other factors. There are similar reserve deposit requirements for foreign branches and subsidiaries engaged in banking businesses in foreign countries. These amounts are deemed to be restricted cash. At March 31, 2023 and 2024, the deposit amounts maintained with the BOJ and foreign central banks, which were included in Cash and due from banks and Interest-bearing deposits in other banks, were ¥64,993 billion and ¥70,593 billion, respectively. These balances included the reserve funds required to be maintained by the MHFG Group, which amounted to ¥1,701 billion and ¥1,734 billion at March 31, 2023 and 2024, respectively.

At March 31, 2023 and 2024, the MHFG Group had received collateral that can be sold or repledged, with a fair value of ¥15,529 billion and ¥25,466 billion, respectively, of which ¥13,379 billion and ¥22,812 billion, respectively, was sold and repledged. Such collateral was primarily obtained in connection with resale or

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securities borrowing agreements, and was generally used as collateral for repurchase or securities lending agreements, or to cover short sales. This collateral received isn't recognized on balance sheet, except for the securities received as collateral that the Group is permitted to sell or repledge in securities lending transactions where the Group acts as lender.

9. Deposits

The balance and remaining maturities of time deposits and certificates of deposit issued by domestic and foreign offices at March 31, 2024 are shown in the following table:

	<u>Time deposits</u>	<u>Certificates of deposit</u>	<u>Total</u>
	(in millions of yen)		
Domestic offices:			
Due in one year or less	21,154,572	2,339,785	23,494,357
Due after one year through two years	1,121,763	121,500	1,243,263
Due after two years through three years	917,388	—	917,388
Due after three years through four years	273,448	—	273,448
Due after four years through five years	316,649	—	316,649
Due after five years	300,193	—	300,193
Total	<u>24,084,013</u>	<u>2,461,285</u>	<u>26,545,298</u>
Foreign offices:			
Due in one year or less	24,366,453	8,783,902	33,150,355
Due after one year through two years	34,381	98,670	133,051
Due after two years through three years	14,995	172,673	187,667
Due after three years through four years	211	74,003	74,214
Due after four years through five years	1	—	1
Due after five years	—	—	—
Total	<u>24,416,041</u>	<u>9,129,247</u>	<u>33,545,288</u>
Total	<u>48,500,053</u>	<u>11,590,532</u>	<u>60,090,586</u>

The aggregate estimated amounts of time deposits and certificates of deposit that meet or exceed insurance limit issued by domestic and foreign offices at March 31, 2023 and 2024 are shown in the following table:

	<u>2023</u>	<u>2024</u>
	(in billions of yen)	
Domestic offices:		
Time deposits	13,977	17,031
Certificates of deposit	<u>6,232</u>	<u>2,461</u>
Total	<u>20,209</u>	<u>19,492</u>
Foreign offices:		
Time deposits	22,503	24,416
Certificates of deposit	<u>7,556</u>	<u>9,129</u>
Total	<u>30,059</u>	<u>33,545</u>

The aggregate amount of demand deposits in overdraft status that have been reclassified as loan balances at March 31, 2023 and 2024 was ¥586 billion and ¥516 billion, respectively.

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10. Due to trust accounts

MHTB holds assets on behalf of its customers in an agent, fiduciary or trust capacity. Such trust account assets are not the MHFG Group's proprietary assets and are managed and accounted for separately. However, the cash in individual trust accounts is often placed with MHTB for the customers' short-term investment needs. These amounts, which MHTB owes to the trust accounts, are recorded as Due to trust accounts.

11. Short-term borrowings and long-term debt

Short-term borrowings

Short-term borrowings consist of Due to trust accounts, Call money and funds purchased, Payables under repurchase agreements and securities lending transactions, and Other short-term borrowings.

Details of Other short-term borrowings at March 31, 2023 and 2024 are as follows:

	<u>2023</u>	<u>2024</u>
	(in millions of yen)	
Short-term notes issued by consolidated VIEs of asset-backed commercial paper programs ⁽¹⁾	41,142	89,736
Commercial paper and short-term notes issued by MHFG's subsidiaries ⁽¹⁾⁽²⁾	2,218,111	1,641,988
Borrowings from the Bank of Japan	876,036	1,588,529
Other	<u>262,040</u>	<u>324,659</u>
Total	<u>3,397,329</u>	<u>3,644,912</u>

Notes:

- (1) Short-term notes are issued under the laws of Japan in the form of commercial paper.
- (2) The amounts of commercial paper and short-term notes issued by MHFG's subsidiaries were ¥1,782,111 million and ¥436,000 million, respectively, at March 31, 2023, and ¥1,165,988 million and ¥476,000 million, respectively, at March 31, 2024.

Long-term debt

Long-term debt with original maturities of more than one year at March 31, 2023 and 2024 is comprised of the following:

	<u>2023</u>	<u>2024</u>
	(in millions of yen)	
Obligations under finance leases	6,863	21,185
Loan participation borrowings	245,176	258,201
Senior borrowings and bonds	11,245,475	12,556,710
Subordinated borrowings and bonds	<u>3,395,509</u>	<u>3,441,235</u>
Total	<u>14,893,023</u>	<u>16,277,331</u>

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The following table presents the interest rates and maturities of senior borrowings and bonds, and subordinated borrowings and bonds:

	<u>Interest rates ⁽¹⁾</u>	<u>Maturities ⁽²⁾</u>	<u>2023</u>	<u>2024</u>
	(%)		(in millions of yen)	
Senior borrowings and bonds:				
fixed rate denominated in Japanese yen	0.00-6.20	Apr.2024-Jun.2051	2,819,085	3,313,535
fixed rate denominated in U.S. dollars	0.00-6.00	Apr.2024-Mar.2048	3,692,271	4,333,084
fixed rate denominated in other				
currencies	0.00-6.02	Apr.2024-May.2041	1,948,714	2,361,302
floating rate denominated in Japanese yen . . .	0.00-25.00	Apr.2024-Sep.2081	569,173	509,799
floating rate denominated in U.S. dollars . . .	0.10-17.20	Apr.2024-Apr.2068	2,058,714	1,993,666
floating rate denominated in other				
currencies	0.00-8.00	Apr.2024-Sep.2041	<u>157,518</u>	<u>45,325</u>
Total			<u>11,245,475</u>	<u>12,556,710</u>
Subordinated borrowings and bonds:				
fixed rate denominated in Japanese yen	0.39-4.26	Jun.2024-Perpetual	2,961,504	3,176,285
fixed rate denominated in U.S. dollars	2.56-4.35	Oct.2025-Sep.2031	434,005	264,950
Total			<u>3,395,509</u>	<u>3,441,235</u>
Total			<u>14,640,984</u>	<u>15,997,945</u>

Notes:

- (1) The interest rates disclosed reflect the range of contractual rates in effect at March 31, 2024.
- (2) Maturity information disclosed is the range of maturities at March 31, 2024.
- (3) None of the long-term debt issuances above are convertible to common stock.
- (4) Certain debt agreements permit the MHFG Group to redeem the related debt, in whole or in part, prior to maturity at the MHFG Group's option on terms specified in the respective agreements.

The following is a summary of contractual maturities of long-term debt subsequent to March 31, 2024:

	<u>(in millions of yen)</u>
Fiscal year ending March 31:	
2025	3,499,569
2026	926,755
2027	1,692,064
2028	1,363,547
2029	986,587
2030 and thereafter	<u>7,808,809</u>
Total	<u>16,277,331</u>

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

12. Other assets and liabilities

The following table sets forth the details of other assets and liabilities at March 31, 2023 and 2024:

	<u>2023</u>	<u>2024</u>
	(in millions of yen)	
Other assets:		
Accounts receivable:		
Receivables from brokers, dealers and customers for securities transactions . .	4,469,286	2,278,334
Other	468,344	571,349
Collateral pledged:		
Collateral pledged for derivative transactions	988,881	1,406,369
Margins provided for futures contracts	183,747	264,473
Other	890,350	1,014,478
Prepaid pension cost	768,998	763,254
Right-of-use assets	549,668	522,936
Security deposits	83,343	83,204
Loans held for sale	228,995	103,592
Other ⁽¹⁾	1,069,348	1,272,162
Total	<u>9,700,960</u>	<u>8,280,151</u>
Other liabilities:		
Accounts payable:		
Payables to brokers, dealers and customers for securities transactions	1,799,116	1,049,094
Other	527,493	639,106
Guaranteed trust principal ⁽²⁾	817,448	785,292
Lease liabilities	571,087	548,699
Collateral accepted:		
Collateral accepted for derivative transactions	1,008,083	1,382,985
Margins accepted for futures contracts	81,925	25,405
Unearned income	112,077	101,150
Other	1,399,466	1,737,267
Total	<u>6,316,695</u>	<u>6,268,999</u>

Notes:

- (1) The MHFG Group included premises and equipment classified as held for sale in Other.
- (2) Guaranteed trust principal, included in All other liabilities in the disclosure about consolidated VIEs in the accompanying balance sheets, is a liability of certain consolidated trust arrangements that meet the definition of a VIE for which the MHFG Group provides guarantees for the repayment of principal. See Note 23 “Variable interest entities and securitizations” for further discussion of the guaranteed principal money trusts.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

13. Preferred stock

The composition of preferred stock at March 31, 2022, 2023 and 2024 is as follows:

<u>Class of stock</u>	<u>2022</u>		<u>2023</u>		<u>2024</u>	
	<u>Authorized</u>	<u>Issued</u>	<u>Authorized</u>	<u>Issued</u>	<u>Authorized</u>	<u>Issued</u>
	(number of shares)					
Class XIV preferred stock	90,000,000	—	90,000,000	—	90,000,000	—
Class XV preferred stock	90,000,000	—	90,000,000	—	90,000,000	—
Class XVI preferred stock	150,000,000	—	150,000,000	—	150,000,000	—

Holders or registered pledgees of preferred stock are entitled to receive annual dividends, and distribution of residual assets of MHFG as set out above at the liquidation value per share, prior to holders of common stock but pari passu among themselves. MHFG may pay up to one-half of the annual dividend payable on each class of preferred stock as an interim dividend. Dividends on preferred stock are not cumulative. Holders of preferred stock are not entitled to vote at a general meeting of shareholders except where the articles of incorporation entitle holders of preferred stock to vote.

There was no change in balance of the preferred stock in the fiscal years ended March 31, 2022, 2023 and 2024.

14. Common stock

The following table shows the changes in the number of issued shares of common stock during the fiscal years ended March 31, 2022, 2023 and 2024:

	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(shares)		
Balance at beginning of fiscal year	2,539,249,894	2,539,249,894	2,539,249,894
Issuance of new shares of common stock due to exercise of stock acquisition rights	—	—	—
Balance at end of fiscal year	<u>2,539,249,894</u>	<u>2,539,249,894</u>	<u>2,539,249,894</u>

15. Dividends

The amount available for dividends under Japan’s Companies Act is based on the amount recorded in MHFG’s non-consolidated general books of account, maintained in accordance with accounting principles generally accepted in Japan (“Japanese GAAP”) and adjusted by post period-end changes. Therefore, the consolidated shareholders’ equity under U.S. GAAP has no effect on the determination of the amount available for dividends. On March 31, 2024, MHFG’s capital stock, capital surplus and retained earnings were ¥2,256,768 million, ¥1,196,660 million and ¥2,532,933 million, respectively, under Japanese GAAP.

Pursuant to the Companies Act, in making a distribution of retained earnings, an entity must set aside in its legal reserve an amount equal to one-tenth of the amount of retained earnings so distributed, until its legal reserve reaches one-quarter of its capital stock. MHFG’s legal reserve at March 31, 2024 was ¥1,201,010 million, of which ¥1,196,660 million was included in capital surplus and ¥4,350 million in retained earnings.

In addition to the provision that requires an appropriation for the legal reserve, the Companies Act and Japan’s Banking Act impose certain limitations on the amount available for dividends. Under the Companies Act, MHFG’s maximum amount available for dividends at March 31, 2024, was ¥2,521,140 million, based on the

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

amount recorded in MHFG’s general books of account under Japanese GAAP. Under the Banking Act and related regulations, MHFG has to meet the minimum capital adequacy requirements. Distributions of retained earnings, which are otherwise distributable to shareholders, are restricted in order to maintain the minimum capital requirements. See Note 17 “Regulatory matters” for further discussion of regulatory capital requirements.

Payment of dividends on shares of common stock is also subject to the prior payment of dividends on shares of preferred stock, if any are outstanding.

16. Accumulated other comprehensive income (loss), net of tax

Changes in each component of AOCI for the fiscal years ended March 31, 2022, 2023 and 2024 are as follows:

	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(in millions of yen)		
AOCI, balance at beginning of fiscal year	318,114	440,112	649,395
Net unrealized gains (losses) on available-for-sale securities:			
Balance at beginning of fiscal year	(8,173)	(25,046)	(31,084)
Unrealized holding gains (losses) during year	(35,922)	(7,472)	20,972
Less: reclassification adjustments for losses (gains) included in net income . . .	19,049	1,434	12,173
Change during year	<u>(16,873)</u>	<u>(6,038)</u>	<u>33,145</u>
Balance at end of fiscal year	(25,046)	(31,084)	2,061
Foreign currency translation adjustments:			
Balance at beginning of fiscal year	(86,873)	94,104	227,660
Foreign currency translation adjustments during year	181,722	133,556	258,887
Less: reclassification adjustments for losses (gains) included in net income . . .	(745)	—	(18,682)
Change during year	<u>180,977</u>	<u>133,556</u>	<u>240,204</u>
Balance at end of fiscal year	94,104	227,660	467,864
Defined benefit plan adjustments:			
Balance at beginning of fiscal year	397,153	355,355	423,677
Unrealized gains (losses) during year	(22,825)	86,326	97,847
Less: reclassification adjustments for losses (gains) included in net income . . .	(18,973)	(18,004)	(21,861)
Change during year	<u>(41,798)</u>	<u>68,322</u>	<u>75,986</u>
Balance at end of fiscal year	355,355	423,677	499,663
Own credit risk adjustments:			
Balance at beginning of fiscal year	16,007	15,699	29,142
Unrealized gains (losses) during year	(858)	12,688	(15,403)
Less: reclassification adjustments for losses (gains) included in net income . . .	550	755	1,251
Change during year	<u>(308)</u>	<u>13,443</u>	<u>(14,152)</u>
Balance at end of fiscal year	15,699	29,142	14,990
Total other comprehensive income (loss), net of tax attributable to MHFG shareholders	<u>121,998</u>	<u>209,283</u>	<u>335,184</u>
AOCI, balance at end of fiscal year	<u><u>440,112</u></u>	<u><u>649,395</u></u>	<u><u>984,578</u></u>

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The following table shows the amounts reclassified out of AOCI into net income during the fiscal year ended March 31, 2024:

	<u>Before tax ⁽¹⁾</u>	<u>Tax effect ⁽²⁾</u>	<u>Net of tax before allocation to noncontrolling interests</u>	<u>Net of tax attributable to noncontrolling interests ⁽²⁾</u>	<u>Net of tax attributable to MHFG shareholders</u>	
	(in millions of yen)					
Amounts reclassified out of AOCI into net income:						Affected line items in the consolidated statements of income:
Net unrealized gains (losses) on available-for-sale securities	(17,325)	5,151	(12,173)	—	(12,173)	Investment gains (losses)—net Foreign exchange gains (losses)—net Other noninterest income
Foreign currency translation adjustments	18,682	—	18,682	—	18,682	Salaries and employee benefits
Defined benefit plan adjustments	31,617	(9,759)	21,858	3	21,861	Other noninterest income (expenses)
Own credit risk adjustments	(1,804)	552	(1,251)	—	(1,251)	
Total	<u>31,171</u>	<u>(4,056)</u>	<u>27,115</u>	<u>3</u>	<u>27,118</u>	

Notes:

- (1) The financial statement line item in which the amounts in the before tax column are reported in the consolidated statements of income is listed to the right of the table.
- (2) The financial statement line items in which the amounts in the tax effect and the net of tax attributable to noncontrolling interest columns are reported in the consolidated statements of income are Income tax expense (benefit) and Net income (loss), respectively.

17. Regulatory matters

Regulatory capital requirements

MHFG, MHBK, and MHTB are subject to regulatory capital requirements supervised by the Financial Services Agency in accordance with the provisions of Japan's Banking Act and related regulations. Certain foreign banking subsidiaries are subject to regulation and control by local supervisory authorities, including central banks. Failure to meet minimum capital requirements may initiate certain mandatory actions by regulators that, if undertaken, could have a direct material effect on the MHFG Group's consolidated financial condition and results of operations.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The capital requirements and regulatory adjustments are being phased in over a transitional period as follows:

	<u>March 2023</u>	<u>March 2024</u>	<u>March 2025</u>	<u>March 2026</u>
Minimum Common Equity Tier 1 capital	4.5%	4.5%	4.5%	4.5%
Minimum Tier 1 capital	6.0%	6.0%	6.0%	6.0%
Minimum total capital	8.0%	8.0%	8.0%	8.0%
Capital conservation buffer	2.5%	2.5%	2.5%	2.5%
Countercyclical capital buffer ⁽¹⁾	0.06%	0.09%	0.09%	0.09%
Additional loss absorbency requirements for G-SIBs and D-SIBs ⁽²⁾	1.0%	1.0%	1.0%	1.0%
Minimum Leverage Ratio ⁽³⁾	3.5%	3.5%	3.7%	3.7%

Notes:

- (1) Figures assume that the countercyclical capital buffer will continue to be 0.09% after March 2024.
- (2) Figures assume that the additional loss absorbency requirements applied to the Group as a G-SIB and D-SIB continue to be 1.0% on a fully effective basis in future years.
- (3) The ratios disclosed above include a leverage ratio buffer required to be met at 50% of the additional loss absorbency requirements applied to the Group as a G-SIB under the finalized Basel III reforms.

If the capital adequacy ratio and leverage ratio of a financial institution falls below the required level, the Financial Services Agency may, depending upon the extent of capital deterioration, take certain corrective action, including requiring the financial institution to submit an improvement plan to strengthen its capital base, reduce its total assets, restrict its business operations or other actions that could have a material effect on its financial condition and results of operations.

Capital adequacy ratios and leverage ratios of MHFG, MHBK, and MHTB as of March 31, 2023 and 2024 calculated in accordance with Japanese GAAP and the guidelines established by the Financial Services Agency are set forth in the following table:

	<u>2023</u>		<u>2024</u>	
	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>
(in billions of yen, except percentages)				
Consolidated:				
MHFG:				
Common Equity Tier 1 capital:				
Required ⁽¹⁾	5,676	8.06	5,883	8.09
Actual	8,315	11.80	9,259	12.73
Tier 1 capital:				
Required ⁽¹⁾	6,733	9.56	6,973	9.59
Actual	9,803	13.91	10,801	14.85
Total risk-based capital:				
Required ⁽¹⁾	8,142	11.56	8,428	11.59
Actual	11,306	16.05	12,314	16.93
Leverage Ratio ⁽²⁾ :				
Required ⁽³⁾	7,680	3.50	8,028	3.50
Actual	9,803	4.46	10,801	4.70
MHBK:				
Common Equity Tier 1 capital:				
Required	2,941	4.50	2,968	4.50
Actual	6,873	10.51	7,431	11.26

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

	2023		2024	
	Amount	Ratio	Amount	Ratio
	(in billions of yen, except percentages)			
Tier 1 capital:				
Required	3,922	6.00	3,957	6.00
Actual	8,356	12.78	8,973	13.60
Total risk-based capital:				
Required	5,229	8.00	5,276	8.00
Actual	9,769	14.94	10,400	15.76
Leverage Ratio ⁽²⁾ :				
Required	6,216	3.00	6,382	3.00
Actual	8,356	4.03	8,973	4.21
MHTB:				
Common Equity Tier 1 capital:				
Required	77	4.50	74	4.50
Actual	444	25.94	476	28.98
Tier 1 capital:				
Required	102	6.00	98	6.00
Actual	444	25.94	476	28.98
Total risk-based capital:				
Required	137	8.00	131	8.00
Actual	444	25.95	476	28.99
Leverage Ratio ⁽²⁾ :				
Required	125	3.00	123	3.00
Actual	444	10.61	476	11.62
Non-consolidated:				
MHBK:				
Common Equity Tier 1 capital:				
Required	2,751	4.50	2,716	4.50
Actual	5,981	9.78	6,273	10.39
Tier 1 capital:				
Required	3,668	6.00	3,621	6.00
Actual	7,450	12.18	7,805	12.93
Total risk-based capital:				
Required	4,891	8.00	4,828	8.00
Actual	8,853	14.48	9,185	15.21
Leverage Ratio ⁽²⁾ :				
Required	5,767	3.00	5,867	3.00
Actual	7,450	3.87	7,805	3.99
MHTB:				
Common Equity Tier 1 capital:				
Required	76	4.50	70	4.50
Actual	425	25.10	446	28.60
Tier 1 capital:				
Required	101	6.00	93	6.00
Actual	425	25.10	446	28.60

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

	2023		2024	
	Amount	Ratio	Amount	Ratio
	(in billions of yen, except percentages)			
Total risk-based capital:				
Required	135	8.00	124	8.00
Actual	425	25.11	446	28.60
Leverage Ratio ⁽²⁾ :				
Required	122	3.00	118	3.00
Actual	425	10.44	446	11.31

Notes:

- (1) The required ratios disclosed above, at March 31, 2023 and 2024, include the capital conservation buffer of 2.5%, the countercyclical capital buffer of 0.06% and 0.09%, respectively, and the additional loss absorbency requirements for G-SIBs and D-SIBs of 1.0%, which are all in addition to the regulatory minima. The respective required amounts are determined by applying the ratios to the sum of the risk weighted assets and certain other risk amounts.
- (2) The required and actual amounts disclosed above at March 31, 2023 and 2024 exclude amounts of deposits to the Bank of Japan.
- (3) The required ratios disclosed above, at March 31, 2023 and 2024, include a leverage ratio buffer required to be met at 50% of the additional loss absorbency requirements applied to the Group as a G-SIB under the finalized Basel III reforms.

MHFG's securities subsidiary in Japan is also subject to the capital adequacy requirement under Japan's Financial Instruments and Exchange Act. Under this requirement, securities firms must maintain a minimum capital adequacy ratio of 120% calculated as a percentage of capital accounts less certain assets, as calculated using Japanese GAAP figures, against amounts equivalent to market, counterparty, and basic risks. Specific guidelines are issued as a ministerial ordinance that details the definition of essential components of the capital ratios, including capital, disallowed assets and risks, and related measures. Failure to maintain a minimum capital ratio will trigger mandatory regulatory actions. A capital ratio of less than 140% will call for regulatory reporting and a capital ratio of less than 100% may lead to a temporary suspension of all or part of the business operations and further, to the cancellation of the license to act as a securities broker and dealer.

Management believes, as of each latest balance sheet date, that MHFG, MHBK, MHTB, and their securities subsidiary in Japan and foreign banking subsidiaries were in compliance with all capital adequacy requirements to which they were subject.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

18. Earnings per common share

The following table sets forth the computation of basic and diluted earnings per common share for the fiscal years ended March 31, 2022, 2023 and 2024:

	2022	2023	2024
	(in millions of yen)		
Net income (loss):			
Net income (loss) attributable to MHFG common shareholders	(104,722)	(14,009)	912,473
Effect of dilutive securities	—	—	—
Net income (loss) attributable to common shareholders after assumed conversions	(104,722)	(14,009)	912,473
	2022	2023	2024
	(thousands of shares)		
Shares:			
Weighted average common shares outstanding	2,537,051	2,536,596	2,536,775
Effect of dilutive securities:			
Stock options and the common shares of MHFG under the stock compensation programs ^(Note)	—	—	325
Weighted average common shares after assumed conversions	2,537,051	2,536,596	2,537,100
	2022	2023	2024
	(in yen)		
Earnings per common share:			
Basic net income (loss) per common share	(41.28)	(5.52)	359.70
Diluted net income (loss) per common share ^(Note)	(41.28)	(5.52)	359.65

Note: For the fiscal years ended March 31, 2022 and 2023, the performance-based plan under the stock compensation programs could potentially dilute earnings per common share but were not included in the computation of diluted earnings per common share due to their antidilutive effects. In addition, for the fiscal years ended March 31, 2022 and 2023, the computation of diluted earnings per common share did not assume exercise of stock options, as the effect of such exercise would be antidilutive due to net loss.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

19. Income taxes

Income tax expense (benefit)

The following table presents the components of Income tax expense (benefit) for the fiscal years ended March 31, 2022, 2023 and 2024:

	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(in millions of yen)		
Current:			
Domestic	42,401	22,015	36,237
Foreign	<u>71,947</u>	<u>156,969</u>	<u>223,529</u>
Total current tax expense	<u>114,348</u>	<u>178,984</u>	<u>259,765</u>
Deferred:			
Domestic	(256,093)	(146,721)	170,106
Foreign	<u>728</u>	<u>2,879</u>	<u>(4,750)</u>
Total deferred tax expense (benefit)	<u>(255,365)</u>	<u>(143,842)</u>	<u>165,355</u>
Total income tax expense (benefit)	<u>(141,017)</u>	<u>35,142</u>	<u>425,120</u>

The preceding table does not reflect the tax effects of items recorded directly in Equity for the fiscal years ended March 31, 2022, 2023 and 2024. The detailed amounts recorded directly in Equity are as follows:

	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(in millions of yen)		
Net unrealized gains (losses) on available-for-sale securities:			
Unrealized gains (losses)	(16,489)	(4,276)	8,273
Less: reclassification adjustments	<u>8,504</u>	<u>305</u>	<u>5,151</u>
Total	<u>(7,985)</u>	<u>(3,971)</u>	<u>13,425</u>
Defined benefit plan adjustments:			
Unrealized gains (losses)	(9,020)	37,661	42,415
Less: reclassification adjustments	<u>(7,748)</u>	<u>(7,848)</u>	<u>(9,759)</u>
Total	<u>(16,768)</u>	<u>29,813</u>	<u>32,655</u>
Own credit risk adjustments:			
Unrealized gains (losses)	1,745	5,630	(6,590)
Less: reclassification adjustments	<u>271</u>	<u>334</u>	<u>552</u>
Total	<u>2,016</u>	<u>5,964</u>	<u>(6,038)</u>
Total tax effect before allocation to noncontrolling interests	<u>(22,737)</u>	<u>31,806</u>	<u>40,043</u>

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Reconciliation of Income tax expense (benefit)

The following table shows a reconciliation of Income tax expense at the effective statutory tax rate to the actual income tax expense for the fiscal years ended March 31, 2022, 2023 and 2024:

	<u>2022</u>	<u>2023</u>	<u>2024</u>
Effective statutory tax rate	30.62%	30.62%	30.62%
Income not subject to tax	4.21	(14.23)	(0.58)
Expenses not deductible for tax purposes	(0.34)	1.63	0.08
Tax rate differentials of subsidiaries	3.31	(12.95)	(0.92)
Change in valuation allowance	(6.68) ⁽¹⁾	(5.95)	(2.34)
Change in undistributed earnings of subsidiaries	(2.22)	8.32	0.52
Noncontrolling interest income (loss) of consolidated VIEs.	(2.10)	(15.48)	(5.35)
Effect of enacted change in tax rates	0.01	(0.05)	—
Reversal of outside basis differences	50.59 ⁽¹⁾	—	—
Foreign tax credit and payments	(16.59)	55.14	3.80
Income excluded from taxable income of enterprise tax	2.86	(14.96)	(1.04)
Controlled foreign company rules	(1.66)	2.68	0.06
Other	(3.86)	16.04	1.34
Effective income tax rate	<u>58.15%</u>	<u>50.81%</u>	<u>26.19%</u>

Note:

- (1) These amounts for the fiscal year ended March 31, 2022 mainly represent the reversal of an outside basis difference related to the share buyback conducted by MHSC in response to improving the capital position and aligning to the MHFG Group's capital policy and the related increase in the valuation allowance.

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Deferred tax assets and liabilities

The components of net deferred tax assets at March 31, 2023 and 2024 are as follows:

	2023	2024
	(in millions of yen)	
Deferred tax assets:		
Allowance for credit losses	270,423	265,855
Trading securities	173,793	208,711
Lease liabilities	176,304	168,848
Derivative financial instruments	161,141	148,716
Foreign tax credit and payments ⁽¹⁾	54,416	124,695
Premises and equipment	53,531	46,967
Available-for-sale securities	13,020	—
Net operating loss carryforwards ⁽²⁾⁽³⁾	168,387	149,521
Other	201,141	290,733
	1,272,156	1,404,047
Valuation allowance ⁽¹⁾⁽²⁾⁽³⁾	(198,800)	(233,991)
Deferred tax assets, net of valuation allowance	1,073,356	1,170,057
Deferred tax liabilities:		
Investments	264,147	502,589
Prepaid pension cost and accrued pension liabilities	224,173	222,408
Right-of-use assets	169,353	160,630
Available-for-sale securities	—	404
Other	54,515	120,104
Deferred tax liabilities	712,188	1,006,135
Net deferred tax assets	361,168	163,921

Notes:

- (1) The amount includes ¥37,517 million and ¥99,994 million related to MHBK's foreign tax credit carryforwards as of March 31, 2023 and 2024, respectively. The amount is fully offset by valuation allowance, and if not utilized, the amount will expire during the fiscal years ending March 31, 2026 and 2027, respectively.
- (2) The amount includes ¥49,393 million and ¥9,186 million related to MHSC's net operating loss carryforwards resulting mainly from the organizational restructuring of certain foreign subsidiaries as of March 31, 2023 and 2024, respectively. The tax effect of the net operating loss carryforwards is substantially offset by ¥43,488 million and ¥4,205 million, respectively, of valuation allowance as a result of considering all available evidence regarding sources of future taxable income including historical trends in taxable income in the preceding periods and forecasted taxable income.
- (3) The amount includes ¥24,978 million and ¥25,128 million related to MHFG's net operating loss carryforwards resulting mainly from intercompany capital transactions in relation to the share buyback conducted by MHSC as of March 31, 2023 and 2024, respectively. The tax effect of the net operating loss carryforwards is fully offset by ¥24,978 million and ¥25,128 million, respectively, of valuation allowance as a result of considering all available evidence regarding sources of future taxable income including historical trends in taxable income in the preceding periods and forecasted taxable income.

Deferred tax assets and deferred tax liabilities within the same tax jurisdiction have been netted for presentation purposes in the consolidated balance sheets.

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As of March 31, 2024, the accumulated amount of undistributed earnings that will be indefinitely reinvested and the unrecognized deferred tax liabilities related to such subsidiaries are approximately ¥433 billion and ¥44 billion, respectively.

The following table and accompanying footnotes provide a breakdown of deferred tax assets and the valuation allowance recognized in respect of net operating loss carryforwards by tax jurisdiction and by year of expiration as of March 31, 2023 and 2024:

	<u>Deferred tax assets</u>	<u>Valuation allowance</u> (in billions of yen)	<u>Deferred tax assets, net of valuation allowance</u>
2023			
Japan ⁽¹⁾	89	(75)	14
The United States	1	—	1
The United Kingdom ⁽²⁾	77	(77)	—
Others	<u>1</u>	<u>—</u>	<u>1</u>
Total	<u>168</u>	<u>(152)</u>	<u>16</u>
2024			
Japan ⁽³⁾	56	(34)	22
The United States	4	—	4
The United Kingdom ⁽²⁾	88	(88)	—
Others	<u>1</u>	<u>—</u>	<u>1</u>
Total	<u>150</u>	<u>(123)</u>	<u>26</u>

Notes:

- (1) ¥49 billion of the Japan deferred tax assets of ¥89 billion is related to MHSC, which is substantially offset by a valuation allowance, and will expire during the fiscal year ending March 31, 2026. ¥25 billion of the Japan deferred tax assets of ¥89 billion is related to MHFG, which is fully offset by a valuation allowance, and will mostly expire during the fiscal year ending March 31, 2032.
- (2) The United Kingdom net operating loss carryforwards may be carried forward indefinitely for tax purposes.
- (3) ¥25 billion of the Japan deferred tax assets of ¥56 billion is related to MHFG, which is fully offset by a valuation allowance, and will mostly expire during the fiscal year ending March 31, 2032. ¥16 billion of the Japan deferred tax assets of ¥56 billion is related to MHBK and will mostly expire during the fiscal year ending March 31, 2034.

Determination of valuation allowance

In accordance with ASC 740, when the MHFG Group determines whether and to what extent a valuation allowance is needed, the Group considers all available evidence, both positive and negative, to estimate future taxable income. In this regard, the Group considers reversals of existing taxable temporary differences, projected future taxable income (exclusive of reversals of existing temporary differences) and qualifying tax-planning strategies to be possible sources of future taxable income. The Group considers the specific pattern and timing of future reversals of existing taxable and deductible temporary differences on available-for-sale securities and equity securities to constitute a prudent and feasible tax-planning strategy and strong positive evidence. The Group has the ability to control when its available-for-sale securities and equity securities with unrealized gains and losses are sold in order to accelerate or decelerate taxable or deductible amounts. The Group also has a long history of effecting such sales as necessary in order to utilize net operating loss carryforwards or otherwise realize deferred tax assets.

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Positive evidence includes the Group's results of operations for the current and preceding years on an overall consolidated basis and for most of the principal subsidiaries. In particular, the strong results of operations in recent years of MHFG's principal banking subsidiaries in Japan represent positive evidence that can be objectively verified.

Negative evidence includes the existence of significant amounts of net operating loss carryforwards or cumulative losses recorded at certain entities, and the expiration of unused net operating loss carryforwards in recent years.

A valuation allowance is recorded against deferred tax assets as of the balance sheet date to the extent the Group estimates it is more likely than not that sufficient future taxable income is not available to realize such deferred tax assets. As the Group did not apply a consolidated taxation system for the fiscal year ended March 31, 2021, with a few exceptions of certain subsidiaries, deferred tax assets and liabilities are calculated separately for each legal entity. The Group has applied the consolidated taxation system from the fiscal year ended March 31, 2022 and has shifted to the Japanese Group Relief System beginning with the fiscal year ended March 31, 2023. A consolidated basis for corporate income taxes results in the reporting of taxable income or loss based upon the combined profits or losses of the parent company and its wholly-owned domestic subsidiaries. Therefore, when calculating deferred tax assets and liabilities and valuation allowance as of March 31, 2021, the Group considered the effect of the change to the consolidated taxation system. Also, when calculating deferred tax assets and liabilities and valuation allowance as of March 31, 2022, the Group considered the effect of the shift to the Japanese Group Relief System. The impact of the shift to the Japanese Group Relief System was not material to the consolidated financial statements. The changes in the valuation allowance are primarily due to changes in deductible temporary differences, net operating loss carryforwards and the estimated availability of future taxable income sources.

In general, a valuation allowance is recognized against deferred tax assets related to entities that have accumulated significant net operating loss carryforwards. As of March 31, 2024, the Group's valuation allowance was primarily related to entities in Japan, the United States and the United Kingdom. The valuation allowance was partially recognized in Japan and in the United States, while the valuation allowance was fully recognized in the United Kingdom.

The Group determined whether cumulative losses were recognized by aggregating pretax results for the recent three years as part of the analysis of potential indicators of negative evidence. In each tax jurisdiction, certain entities recognized a cumulative loss on the basis of the most recent three years' pretax results as of March 31, 2024. A valuation allowance was fully recognized against the deferred tax assets if the Group determined there was no positive evidence that overcame the negative evidence. As of March 31, 2024, MHFG's securities subsidiary in the United Kingdom recorded cumulative losses on the basis of the recent three years' pretax results and recognized a full valuation allowance, as there was no positive evidence to overcome the negative evidence. MHFG and its principal banking subsidiaries in Japan did not record cumulative losses in the periods presented.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Change in valuation allowance

The following table presents a roll-forward of the valuation allowance for the fiscal years ended March 31, 2022, 2023 and 2024:

	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(in millions of yen)		
Balance at beginning of fiscal year	129,150	163,164	198,800
Changes that directly affected Income tax expense	16,196	(4,118)	(38,055)
Changes that did not affect Income tax expense:			
Expiration of net operating loss carryforwards	—	—	—
Others	<u>17,818</u>	<u>39,754</u>	<u>73,246</u>
Total	17,818	39,754	73,246
Balance at end of fiscal year	<u><u>163,164</u></u>	<u><u>198,800</u></u>	<u><u>233,991</u></u>

The increase in the fiscal year ended March 31, 2022 of ¥16,196 million in the valuation allowance that directly affected Income tax expense was primarily related to an increase of the realizability of deferred tax assets of MHFG and its subsidiaries. The increase in the fiscal year ended March 31, 2022 of ¥17,818 million in others was primarily related to an increase in the valuation allowance that is fully recognized against the MHFG Group's net operating loss carryforwards due to tax rate increase of MHFG's foreign subsidiary.

The decrease in the fiscal year ended March 31, 2023 of ¥4,118 million in the valuation allowance that directly affected Income tax expense was primarily related to a decrease of the realizability of deferred tax assets of MHFG and its subsidiaries. The increase in the fiscal year ended March 31, 2023 of ¥39,754 million in others was primarily related to an increase in the valuation allowance that is fully recognized against the MHBK's foreign tax credit carryforwards.

The decrease in the fiscal year ended March 31, 2024 of ¥38,055 million in the valuation allowance that directly affected Income tax expense was primarily related to a decrease of the realizability of deferred tax assets of MHFG and its subsidiaries. The increase in the fiscal year ended March 31, 2024 of ¥73,246 million in others was primarily related to an increase in the valuation allowance that is fully recognized against the MHBK's foreign tax credit carryforwards.

Net operating loss carryforwards

At March 31, 2024, the MHFG Group had net operating loss carryforwards totaling ¥423 billion. These carryforwards are scheduled to expire as follows:

	<u>Net operating loss carryforwards⁽¹⁾⁽³⁾</u> (in billions of yen)
Fiscal year ending March 31:	
2025	—
2026	16
2027	3
2028	—
2029	5
2030 and thereafter ⁽²⁾	<u>399</u>
Total	<u><u>423</u></u>

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Notes:

- (1) Net operating loss carryforwards related to Japanese local taxes recorded at MHFG in the fiscal year ended March 31, 2022 in the amount of ¥500 billion (tax effected ¥24 billion) are not included in the table. The net operating loss carryforwards are fully offset by valuation allowance and will mostly expire during the fiscal year ending March 31, 2032.
- (2) Including the net operating loss carryforwards which may be carried forward indefinitely in the United Kingdom.
- (3) Net operating loss carryforwards related to Japanese local taxes recorded at MHBK in the fiscal year ended March 31, 2024 in the amount of ¥456 billion (tax effected ¥16 billion) are not included in the table. The net operating loss carryforwards will mostly expire during the fiscal year ending March 31, 2034.

Uncertainty in income tax

The following table is a roll-forward of unrecognized tax benefits for the fiscal years ended March 31, 2022, 2023 and 2024:

	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(in millions of yen)		
Total unrecognized tax benefits at beginning of fiscal year	4,401	5,245	7,043
Gross amount of increases (decreases) related to positions taken during prior years	(576)	(438)	205
Gross amount of increases related to positions taken during the current year	954	1,748	1,080
Amount of decreases related to settlements	—	—	(1,633)
Foreign exchange translation	466	488	944
Total unrecognized tax benefits at end of fiscal year	<u>5,245</u>	<u>7,043</u>	<u>7,639</u>

The total amount of unrecognized tax benefits including ¥1,812 million, ¥2,286 million and ¥3,014 million of interest and penalties was ¥5,245 million, ¥7,043 million and ¥7,639 million at March 31, 2022, 2023 and 2024, respectively, which would, if recognized, affect the Group's effective tax rate. The Group classifies interest and penalties accrued relating to unrecognized tax benefits as Income tax expense.

The MHFG Group is currently subject to ongoing tax audits in some jurisdictions. The oldest years open to tax audits in Japan, the United States and the United Kingdom are 2015, 2002 and 2018, respectively. The Group does not anticipate that increases or decreases of unrecognized tax benefits within the next twelve months would have a material effect on its consolidated results of operations or financial condition.

20. Pension and other employee benefit plans

Severance indemnities and pension plans

MHFG and certain subsidiaries sponsor and offer their employees, other than directors and corporate auditors, contributory and non-contributory defined benefit plans. Under these plans, employees are provided with lump-sum cash payments upon leaving the company. The amount of benefits under each plan is principally determined based on the positions in career, the length of service and the reason for severance. When employees meet certain conditions including the length of service, they may opt to receive annuity payments instead of lump-sum payments. MHFG and certain subsidiaries also offer special termination benefits to former employees whose contributions during their careers were deemed meritorious and to those with particular circumstances.

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Certain foreign offices and subsidiaries have defined contribution plans and/or defined benefit plans, of which disclosures are combined with those for domestic benefit plans, as they are not significant and those plans don't use significantly different assumptions.

MHFG and certain subsidiaries have several defined contribution plans. The costs recognized in respect of contributions to the plans for the fiscal years ended March 31, 2022, 2023 and 2024 were ¥3,981 million, ¥7,395 million and ¥9,004 million, respectively.

Pension plans are not fully integrated among subsidiaries of MHFG and plan assets are managed separately by each plan.

Net periodic benefit cost and funded status

The following table presents the components of net periodic benefit cost of the severance indemnities and pension plans for the fiscal years ended March 31, 2022, 2023 and 2024:

	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(in millions of yen)		
Service cost-benefits earned during the fiscal year	33,190	30,460	28,936
Interest costs on projected benefit obligations	5,636	6,917	9,982
Expected return on plan assets	(37,051)	(36,322)	(34,565)
Amortization of prior service cost (benefits)	(4,820)	(4,854)	(4,890)
Amortization of net actuarial loss (gain)	(20,485)	(19,453)	(29,045)
Special termination benefits	10,791	7,269	1,244
Loss (gain) on settlement	—	—	2,210
Other	—	—	3,179
Net periodic benefit cost	<u>(12,739)</u>	<u>(15,983)</u>	<u>(22,948)</u>

Other changes in plan assets and benefit obligations recognized in other comprehensive income (loss) before-tax for the fiscal years ended March 31, 2023 and 2024 are summarized as follows:

	<u>2023</u>	<u>2024</u>
	(in millions of yen)	
Net actuarial gain (loss)	122,331	138,987
Amortization of net actuarial loss (gain)	(19,453)	(29,045)
Settlement loss (gain) of net actuarial loss (gain)	—	2,210
Amortization of prior service cost (benefits)	(4,854)	(4,890)
Total recognized in other comprehensive income (loss) before-tax	<u>98,024</u>	<u>107,262</u>

Weighted-average assumptions used to determine benefit obligations and net periodic benefit cost are as follows:

	<u>2022</u>	<u>2023</u>	<u>2024</u>
Weighted-average assumptions used to determine benefit obligations at fiscal year end:			
Discount rates	0.52%	0.82%	1.00%
Rates of increase in future compensation levels	2.00%	2.00%	2.00%
Interest credit rates	4.39%	4.45%	4.52%

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

	<u>2022</u>	<u>2023</u>	<u>2024</u>
Weighted-average assumptions used to determine net periodic benefit cost during the year:			
Discount rates	0.38%	0.52%	0.82%
Rates of increase in future compensation levels	1.80%	2.00%	2.00%
Expected rates of return on plan assets	1.54%	1.72%	1.66%
Interest credit rates	4.38%	4.39%	4.45%

In estimating the discount rates, the MHFG Group looks to interest rates on a portfolio of high-quality fixed-income government and corporate bonds. The durations of these bonds closely match those of the benefit obligations. Discount rates are evaluated at each measurement date. The expected rate of return for each asset category is based primarily on various aspects of the long-term prospects for the economy that include historical performance and the market environment.

The following table sets forth the combined funded status and amounts recognized in the accompanying consolidated balance sheets at March 31, 2023 and 2024 for the plans of MHFG and its subsidiaries:

	<u>2023</u>	<u>2024</u>
	(in millions of yen)	
Change in benefit obligations:		
Benefit obligations at beginning of fiscal year	1,377,739	1,287,692
Service cost	30,460	28,936
Interest cost	6,917	9,982
Plan participants' contributions	1,053	1,026
Actuarial loss (gain)	(48,856)	(23,767)
Foreign exchange translation	3,250	6,408
Benefits paid	(55,332)	(54,458)
Lump-sum payments	(27,539)	(17,838)
Settlement	—	(19,974)
Other	—	(1,045)
Benefit obligations at end of fiscal year	<u>1,287,692</u>	<u>1,216,964</u>
Change in plan assets:		
Fair value of plan assets at beginning of fiscal year	2,114,011	2,032,215
Actual return (negative return) on plan assets	92,893	140,967
Foreign exchange translation	3,158	7,204
Partial withdrawal of assets from employee retirement benefits trusts ^(Note)	(147,181)	(179,437)
Employer contributions	23,613	31,327
Plan participants' contributions	1,053	1,026
Benefits paid	(55,332)	(54,458)
Settlement	—	(20,549)
Other	—	(1,677)
Fair value of plan assets at end of fiscal year	<u>2,032,215</u>	<u>1,956,619</u>
Funded status	<u>744,523</u>	<u>739,655</u>
Amounts recognized in the consolidated balance sheets consist of:		
Prepaid pension cost	768,998	763,254
Accrued pension liability	(24,475)	(23,600)
Net amount recognized	<u>744,523</u>	<u>739,655</u>

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	2023	2024
	(in millions of yen)	
Amounts recognized in Accumulated other comprehensive income (loss) before-tax consist of:		
Prior service benefits (cost)	58,173	53,216
Net actuarial gain (loss)	524,571	636,790
Net amount recognized	582,744	690,007

Note: During the fiscal years ended March 31, 2023 and 2024, certain subsidiaries of MHFG partially withdrew assets from employee retirement benefit trusts, which were established for the payment of employees' severance pay and retirement pensions. Overall, the trusts remain in overfunded status as of March 31, 2024. No gains or losses have been recognized as a result of these transactions.

The aggregated accumulated benefit obligations of these plans were ¥1,287,692 million and ¥1,216,964 million, as of March 31, 2023 and 2024, respectively. The defined benefit plans generally employ a multi-variable and non-linear formula based upon rank and years of service. Employees with service in excess of one year are qualified to receive lump-sum severance indemnities.

The following table shows the projected benefit obligations and the fair value of plan assets for the plans of MHFG and its subsidiaries with projected benefit obligations in excess of plan assets, and the accumulated benefit obligations and the fair value of plan assets for the plans with accumulated benefit obligations in excess of plan assets at March 31, 2023 and 2024:

	2023	2024
	(in millions of yen)	
Plans with projected benefit obligations in excess of plan assets:		
Projected benefit obligations	29,389	27,787
Fair value of plan assets	4,914	4,187
Plans with accumulated benefit obligations in excess of plan assets:		
Accumulated benefit obligations	29,389	27,787
Fair value of plan assets	4,914	4,187

Note: The plans with projected benefit obligations in excess of plan assets include those with accumulated benefit obligations in excess of plan assets.

Investment policies and asset allocation

In managing plan assets, the MHFG Group determines the appropriate levels of risk that the Group can assume under the given circumstances to gain total returns from a long-term perspective while ensuring that sufficient funds will be available to plan participants and beneficiaries. The long-term asset allocation to each asset category such as Japanese equity securities, Japanese debt securities, foreign equity securities and foreign debt securities is determined based upon the optimal portfolio, which aims to gain total returns within the range of an acceptable level of risk from a long-term perspective. Additionally, the asset allocation is reviewed every five years, unless there are any significant changes in the circumstances such as market fluctuations. When selecting an investment in each asset category, the MHFG Group takes into consideration credit standing of an investee, concentration of credit risk to a certain investee and liquidity of a financial instrument among other things. The investments in each asset category are further diversified across funds, strategies and sectors along with other things. There is no significant investment in a single investee except Japanese government bonds.

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Certain subsidiaries of MHFG established employee retirement benefit trusts and transferred their assets to the trusts as plan assets. These assets are separated from the employer’s proprietary assets for the payment to the plan beneficiaries. The assets held in these trusts are primarily Japanese equity securities and have been entrusted directly to qualified trustees including trust banks.

MHFG and certain subsidiaries’ target allocation for the plan assets, excluding those of the employee retirement benefit trusts, at March 31, 2024 is as follows:

<u>Asset category</u>	<u>Asset ratio</u>
Japanese equity securities	3.00%
Japanese debt securities	32.00%
Foreign equity securities	26.00%
Foreign debt securities	24.00%
General account of life insurance companies	10.00%
Other	5.00%
Total	<u>100.00%</u>

Note: General account of life insurance companies is a contract with life insurance companies which guarantees payments of principal and predetermined interest payments.

Fair value of plan assets

The following table presents the fair value of plan assets of MHFG and its subsidiaries at March 31, 2023 and 2024, by asset class. For the detailed information on fair value measurements, including descriptions of Level 1, 2 and 3 of the fair value hierarchy and the valuation methodologies, see Note 26 “Fair value.”

	<u>2023</u>				<u>2024</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
	(in billions of yen)							
Japanese equity securities:								
Common stocks ⁽¹⁾	1,018	—	—	1,018	907	—	—	907
Pooled funds ⁽²⁾	5	6	—	11	5	8	—	13
Japanese debt securities:								
Government bonds	123	—	—	123	85	—	—	85
Pooled funds ⁽²⁾	—	8	—	8	—	9	—	9
Other	—	21	—	21	—	18	—	18
Foreign equity securities:								
Common stocks	94	—	—	94	152	—	—	152
Pooled funds ⁽²⁾	—	8	—	8	—	10	—	11
Foreign debt securities:								
Government bonds	173	14	—	187	148	20	—	168
Pooled funds ⁽²⁾	—	3	—	3	—	3	—	3
Other	—	15	—	15	—	31	—	31
General account of life insurance companies ⁽³⁾	—	113	—	113	—	117	—	117
Other	101 ⁽⁴⁾	5	—	106	38 ⁽⁴⁾	(6)	—	32
Plan assets measured at net asset value ⁽⁵⁾				325				410
Total assets at fair value	<u>1,514</u>	<u>193</u>	<u>—</u>	<u>2,032</u>	<u>1,336</u>	<u>210</u>	<u>—</u>	<u>1,957</u>

Notes:

(1) This class represents equity securities held in the employee retirement benefit trusts of ¥1,018 billion and ¥907 billion carried at fair value at March 31, 2023 and 2024, respectively, which are well-diversified across industries.

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- (2) These classes primarily include pension investment fund trusts. Investments in these classes are generally measured at fair value and can be redeemed within a short-term period upon request.
- (3) Investments in this class are measured at conversion value, which is equivalent to fair value.
- (4) Amounts primarily include cash and short-term assets carried at fair value.
- (5) In accordance with ASC 820, certain plan assets that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy.

There were no returns on and purchases and sales of Level 3 assets during the fiscal years ended March 31, 2023 and 2024.

Contributions

The total contribution of approximately ¥23 billion is expected to be paid to the pension plans during the fiscal year ending March 31, 2025, based on the current funded status and expected asset return assumptions.

Estimated future benefit payments

The following table presents forecasted benefit payments including the effect of expected future service for the fiscal years indicated:

	<u>(in millions of yen)</u>
Fiscal year ending March 31:	
2025	75,229
2026	75,337
2027	74,087
2028	76,580
2029	75,596
2030-2034	324,753

21. Derivative financial instruments

The MHFG Group enters into derivative financial instruments in response to the diverse needs of customers, to manage the risk related to the assets and liabilities of the Group, as part of its asset and liability management, and for proprietary trading purposes. The Group is exposed primarily to market risk associated with interest rate, commodity, foreign currency, and equity products. Market risk arises from changes in market prices or indices, interest rates and foreign exchange rates that may result in an adverse change in the market value of the financial instrument or an increase in its funding costs. Exposure to market risk is managed by imposing position limits and monitoring procedures and by initiating hedging transactions. In addition to market risk, the Group is exposed to credit risk associated with counterparty default or nonperformance in respect of transactions. Counterparty credit risk arises when a counterparty fails to perform according to the terms and conditions of the contract and the value of the underlying collateral held, if applicable, is not sufficient to recover resulting losses. The exposure to counterparty credit risk is measured by the fair value of all derivatives and its potential exposure at the balance sheet dates. The exposure to counterparty credit risk is managed by entering into legally enforceable master netting agreements to mitigate the overall counterparty credit risk, requiring underlying collateral and guarantees based on an individual credit analysis of each obligor and evaluating the credit features of each instrument. In addition, credit approvals, limits and monitoring procedures are also imposed.

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Notional and fair value amounts of derivative instruments

The following table summarizes the notional and fair value amounts of derivative instruments outstanding as of March 31, 2023 and 2024. The fair values of derivatives are presented on a gross basis; derivative receivables and payables are not offset. In addition, they are not offset against the amounts recognized for the right to reclaim cash collateral or the obligation to return cash collateral under master netting agreements in the consolidated balance sheets, or the table below.

	Notional amount ⁽¹⁾	Fair value			
		Derivative receivables ⁽²⁾		Derivative payables ⁽²⁾	
		Designated as hedges	Not designated as hedges	Designated as hedges	Not designated as hedges
		(in billions of yen)			
Interest rate contracts	1,991,016	—	8,374	—	8,517
Foreign exchange contracts	257,392	—	4,222	—	4,013
Equity-related contracts	7,149	—	145	—	197
Credit-related contracts	22,748	—	144	—	126
Other contracts	898	—	47	—	43
Total	<u>2,279,203</u>	<u>—</u>	<u>12,932</u>	<u>—</u>	<u>12,896</u>

	Notional amount ⁽¹⁾	Fair value			
		Derivative receivables ⁽²⁾		Derivative payables ⁽²⁾	
		Designated as hedges	Not designated as hedges	Designated as hedges	Not designated as hedges
		(in billions of yen)			
Interest rate contracts	2,297,499	—	8,668	—	8,712
Foreign exchange contracts	300,337	—	5,612	—	5,582
Equity-related contracts	15,914	—	340	—	394
Credit-related contracts	22,969	—	214	—	180
Other contracts	1,039	—	40	—	50
Total	<u>2,637,757</u>	<u>—</u>	<u>14,874</u>	<u>—</u>	<u>14,918</u>

Notes:

- (1) Notional amount includes the sum of gross long and gross short third-party contracts.
- (2) Derivative receivables and payables are recorded in Trading account assets and Trading account liabilities, respectively.

The MHFG Group provided and/or accepted cash collateral for derivative transactions under master netting agreements. The cash collateral, which was not offset against derivative positions, was included in Other assets and Other liabilities, respectively, of which the amounts were ¥989 billion and ¥1,008 billion at March 31, 2023, and ¥1,406 billion and ¥1,383 billion at March 31, 2024, respectively.

Hedging activities

In order to qualify for hedge accounting, a derivative must be considered highly effective at reducing the risk associated with the exposure being hedged. Each derivative must be designated as a hedge, with documentation of the risk management objective and strategy, including identification of the hedging instrument, the hedged item and the risk exposure, and how effectiveness is to be assessed prospectively and retrospectively. The extent to which a hedging instrument is effective at achieving offsetting changes in fair value or cash flows must be assessed at least quarterly. The MHFG Group's hedging activities include net investment hedges.

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Net investment hedges

The MHFG Group uses forward foreign exchange contracts and foreign currency-denominated debt instruments to protect the value of net investments in non-Japanese subsidiaries from foreign currency exposure. Under net investment hedges, both derivatives and nonderivative financial instruments qualify as hedging instruments. The foreign currency-denominated debt instruments qualifying as hedging instruments include deposits and long-term debt, of which the carrying amounts of the portion designated as net investment hedges are included within the respective items in the consolidated balance sheets as well as relevant accompanying notes. For net investment hedges, the entire change in the fair value of a hedging derivative instrument or nonderivative hedging financial instrument is recorded in Foreign currency translation adjustments within Accumulated other comprehensive income (loss), provided that the hedging instrument is designated as a hedge of the net investment. The gains and losses recorded in other comprehensive income (loss) related to net investment hedges were immaterial.

Derivative instruments not designated or qualifying as hedges

The MHFG Group enters into the following derivative transactions that do not qualify for hedge accounting with a view to implementing risk management strategies: (1) interest-rate swap transactions for the purpose of economically managing the interest-rate risks in deposits, loans, etc., (2) currency swap transactions for the purpose of economically managing the foreign exchange risk of these assets, (3) equity-related derivatives for the purpose of economically managing the risk of stock price fluctuation involved in holding equity products, and (4) credit derivatives for the purpose of economically managing the credit risk in loans, residential mortgage-backed securities (“RMBS”), commercial mortgage-backed securities (“CMBS”), collateralized loan obligations (“CLO”) and other similar assets. Such derivatives are accounted for as trading positions. The changes in fair value of these instruments are primarily recorded in Trading account gains (losses)—net, even though they are used to mitigate or transform the risk of exposures arising from banking activities. The net gains (losses) resulting from changes in the fair value of certain credit derivatives where the Group purchases protection to mitigate its credit risk exposure, related to its corporate loan portfolio, is recorded in Other noninterest income (expenses).

The following table summarizes gains and losses on derivatives not designated or qualifying as hedges during the fiscal years ended March 31, 2022, 2023 and 2024:

	Gains (losses) recorded in income		
	2022	2023	2024
	(in millions of yen)		
Interest rate contracts	(130,312)	(508,743)	(22,003)
Foreign exchange contracts	145,979	317,459	387,591
Equity-related contracts	728,226	534,615	240,277
Credit-related contracts ^(Note)	(13,877)	(3,857)	(3,053)
Other contracts	7,762	59,599	(42,005)
Total	<u>737,778</u>	<u>399,073</u>	<u>560,806</u>

Note: Amounts include the net gains (losses) of ¥(605) million, ¥(653) million and ¥(952) million on the credit derivatives economically managing the credit risk of loans during the fiscal years ended March 31, 2022, 2023 and 2024, respectively.

Credit derivatives

A credit derivative is a bilateral contract between a seller and a buyer of protection against the credit risk of a particular entity. Credit derivatives generally require that the seller of credit protection make payments to the

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buyer upon the occurrence of predefined credit events, which include bankruptcy, dissolution or insolvency of the referenced entity. The MHFG Group either purchases or writes protection on either a single name or a portfolio of reference credits. The Group enters into credit derivatives to help mitigate credit risk in its corporate loan portfolio and other cash positions, to take proprietary trading positions, and to facilitate client transactions.

The notional amount of credit derivatives represents the maximum potential amount of future payments the seller could be required to make. If the predefined credit event occurs, the seller will generally have a right to collect on the underlying reference credit and the related cash flows, while being liable for the full notional amount of credit protection to the buyer. The Group manages credit risk associated with written protection by purchasing protection with identical or similar underlying reference credits, which substantially offsets its exposure. Thus, the notional amount is not necessarily a reliable indicator of the Group's actual loss exposure.

The following table summarizes the notional and fair value amounts of credit derivatives at March 31, 2023 and 2024:

	2023		2024	
	Notional amount	Fair value	Notional amount	Fair value
	(in billions of yen)			
Credit protection written:				
Investment grade	4,497	31	6,183	110
Non-investment grade	5,774	62	3,962	37
Total	<u>10,271</u>	<u>93</u>	<u>10,145</u>	<u>147</u>
Credit protection purchased	<u>12,477</u>	<u>(75)</u>	<u>12,824</u>	<u>(114)</u>

Note: The rating scale is based upon either the external ratings or the internal ratings of the underlying reference credit. The lowest investment grade rating is considered to be BBB-, while anything below or unrated is considered to be non-investment grade. Non-investment grade credit derivatives primarily consist of unrated credit default swap indices such as CDX and iTraxx.

The following table shows the maximum potential amount of future payments for credit protection written by expiration period at March 31, 2023 and 2024:

	Maximum payout/Notional amount	
	2023	2024
	(in billions of yen)	
One year or less	331	1,254
After one year through five years	9,585	8,610
After five years	355	281
Total	<u>10,271</u>	<u>10,145</u>

Note: The maximum potential amount of future payments is the aggregate notional amount of the credit derivatives where the Group wrote the credit protection, and it has not been reduced by the effect of any amounts that the Group may possibly collect on the underlying assets and the related cash flows, nor netted against that of credit protection purchased.

Credit-related contingent features

Certain of the MHFG Group's derivative instruments contain provisions that require the Group's debt to maintain an investment grade credit rating from the major credit rating agencies. If the Group's debt credit rating

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were to fall below investment grade, the counterparties to the derivative instruments could request immediate payment or demand immediate and ongoing full overnight collateralization on derivative instruments which are in net liability positions for the Group.

The following table shows the quantitative information about derivative instruments with credit-risk-related contingent features at March 31, 2023 and 2024:

	2023	2024
	(in billions of yen)	
Aggregate fair value of derivative instruments with credit-risk-related contingent features in net liability positions	814	1,304
Collateral provided to counterparties in the normal course of business	663	1,025
Amount required to be posted as collateral or settled immediately if credit-risk-related contingent features were triggered	151	279

22. Commitments and contingencies

Obligations under guarantees

The MHFG Group provides guarantees or indemnifications to counterparties to enhance their credit standing and enable them to complete a variety of business transactions. A guarantee represents an obligation to make payments to third parties if the counterparty fails to fulfill its obligation under a borrowing arrangement or other contractual obligation.

The types of guarantees under ASC 460, “Guarantees” (“ASC 460”) provided by the MHFG Group are described below.

Performance guarantees

Performance guarantees are issued to guarantee customers’ performance under contractual arrangements such as a tender bid on a construction project or the completion of a construction project.

Guarantees on loans

Guarantees on loans include obligations to guarantee the customers’ borrowing contracts. The MHFG Group is required to make payments to the guaranteed parties in the event that customers fail to fulfill obligations under the contracts.

Guarantees on securities

Guarantees on securities include obligations to guarantee securities, such as bonds issued by customers.

Other guarantees

Other guarantees include obligations to guarantee customers’ payments, such as tax payments.

Guarantees for the repayment of trust principal

The MHFG Group provides certain trust products with guarantees for the repayment of trust principal, e.g., loan trusts and certain jointly operated designated money trusts. Pursuant to Japanese trust-related laws, trustees are

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prohibited from compensating beneficiaries for any loss in the beneficial interests in each trust. However, under a special condition of the Japanese trust-related laws, trust banks as trustees are allowed to enter into an agreement to provide compensation for any loss in the principal of the trust. The MHFG Group manages and administers the trust assets to minimize exposures against losses from the guarantees for the repayment of trust principal, including writing-off nonaccrual loans and charging it to the trust account profits. In performing its fiduciary duties, the MHFG Group also manages the trust assets separately from its own proprietary assets on behalf of customers and keeps separate records for the trust activities. The MHFG Group consolidates certain guaranteed principal money trusts. See Note 23 “Variable interest entities and securitizations” for further discussion of the guaranteed principal money trusts. The contract amounts of guarantees for repayment of unconsolidated trust principal are presented in the tables below.

Part of the trust account profits is set aside as a reserve in trust accounts to absorb losses in the trust asset portfolios in accordance with relevant Japanese laws concerning the trust business and/or trust agreements. Statutory reserves for loan trusts and reserves for jointly operated designated money trusts are calculated based on the trust principal or the balance of loans and other assets in the trust accounts. Since the probability of principal indemnification is considered to be remote, the MHFG Group had no related reserve for credit losses recorded in its consolidated financial statements.

Liabilities of trust accounts

The MHFG Group, as trustee, may enter into an agreement with a third party who is not the party to the relevant trust agreement to the extent necessary to handle the trust affairs for the purpose of fulfilling the objectives of the trust and, as such, the trustee shall be allowed to assume certain liabilities. Pursuant to Japanese trust-related laws, the trustee is ultimately liable to pay those liabilities out of its proprietary assets in the event that the trust assets are insufficient to cover those liabilities. The amount of trust liabilities rarely exceeds the amount of trust assets and, therefore, those liabilities are generally covered by the corresponding trust assets. To avoid the demand for payment out of the proprietary assets, the trustee can enter into a special covenant of limited liability under which the trust creditors agree to limit the trustee’s liability to the value of the trust assets and to waive the right for compulsory execution against the trustee’s proprietary assets. The MHFG Group regularly monitors the condition of trust accounts to minimize exposures against making payment.

The amounts of such liabilities in the trust accounts, excluding those with the special covenant of limited liability, are presented in the tables below. Liabilities of trust accounts principally include obligations to return collateral under security lending transactions and other transactions.

Derivative financial instruments

Certain written options and credit default swaps are deemed guarantees pursuant to the definition of guarantees in ASC 460 if these contracts require the MHFG Group to make payments to counterparties based on changes in an underlying instrument or index that is related to an asset, a liability, or an equity security of the counterparties. The MHFG Group’s payments could involve a gross settlement or a net settlement. Because it is difficult in practice to determine whether the counterparty has the asset, the liability or the equity security relating to the underlying, the MHFG Group has decided to include all credit default swaps and written options, excluding written options outside the scope of ASC 460, in the guarantee disclosures.

The MHFG Group records all guarantees and similar obligations subject to ASC 460 at fair value in the consolidated balance sheets at the inception of the guarantee. The total carrying amount of guarantees and similar obligations at March 31, 2023 and 2024 was ¥315 billion and ¥801 billion, respectively, and was included in

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The table below presents the maximum potential amount of future payments of performance guarantees, guarantees on loans, guarantees on securities and other guarantees classified based on internal ratings at March 31, 2023 and 2024:

	2023	2024
	(in billions of yen)	
Investment grade	5,587	6,095
Non-investment grade	1,577	1,784
Total	7,164	7,879

Note: Investment grade in the internal rating scale generally corresponds to BBB- or above in the external rating scale.

Other off-balance-sheet instruments

In addition to guarantees, the MHFG Group issues other off-balance-sheet instruments to its customers, such as lending-related commitments and commercial letters of credit. Under the terms of these arrangements, the MHFG Group is required to extend credit or make certain payments upon the customers' requests.

Commitments to extend credit

Commitments to extend credit are legally binding agreements to lend to customers on demand. They usually have set maturity dates. These agreements differ from guarantees in that they are generally revocable or contain provisions that enable the MHFG Group to avoid payment or reduce the amount of credit extended under certain conditions, such as the deterioration of the borrower's financial condition or other reasonable conditions. The MHFG Group monitors the financial condition of the potential borrowers throughout the commitment period to determine whether additional collateral or changes in the terms of the commitment are necessary. Since many of these commitments to extend credit expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

Commitments to invest in securities

Commitments to invest in securities include legally binding contracts to make additional contributions to investment funds, such as private equity funds in accordance with the terms of investment agreements.

Commercial letters of credit

Commercial letters of credit are issued in connection with customers' trade transactions. Normally, the customers cannot receive the goods until they make payment to a bank, and therefore these commercial letters of credit are collateralized by the underlying goods. Upon issuance of commercial letters of credit, the MHFG Group monitors the credit risk associated with these transactions to determine if additional collateral is required.

The table below summarizes the contractual amounts with regard to these undrawn commitments at March 31, 2023 and 2024:

	2023	2024
	(in billions of yen)	
Commitments to extend credit ^(Note)	100,973	115,577
Commercial letters of credit	1,336	1,778
Total	102,309	117,355

Note: Commitments to extend credit include commitments to invest in securities.

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Allowance for credit losses on off-balance-sheet instruments

The amounts of allowance for credit losses on off-balance-sheet instruments at March 31, 2023 and 2024 were ¥78 billion and ¥88 billion, respectively, and were included in Other liabilities.

Legal proceedings and investigations

The MHFG Group is involved in normal collection proceedings initiated by the Group, other legal proceedings and investigations in the ordinary course of business. In accordance with ASC 450, the Group recognizes a liability for loss contingencies arising from such proceedings and investigations when a loss is probable and the loss amount or the range of the loss can be reasonably estimated. However, if a loss is reasonably possible but the range of loss is not probable and reasonably estimable, the Group does not recognize a liability but discloses the detail of such proceedings and investigations. Based on the information available as of the date of the consolidated financial statements, the Group believes that the outcome of the collection, legal proceedings and investigations will not have a significant adverse effect on the consolidated financial statements.

Leases

The MHFG Group is obligated under a number of lease arrangements. The Group's lessee arrangements mainly consist of operating leases for real estate, such as office space, including its head office, and branches. Finance leases are not significant. Some of the Group's operating leases include variable lease payments.

The following table presents the consolidated balance sheet information related to operating leases as of March 31, 2023 and 2024:

	<u>2023</u>	<u>2024</u>
	(in millions of yen, except for remaining lease term and discount rate)	
Right-of-use assets ^(Note)	549,668	522,936
Lease liabilities ^(Note)	571,087	548,699
Weighted average:		
Remaining lease term	14.7 years	14.0 years
Discount rate	0.66%	0.97%

Note: Right-of-use assets and lease liabilities are included in Other assets and Other liabilities, respectively, on the consolidated balance sheets.

The following table presents lease cost and supplemental information related to operating leases for the fiscal years ended March 31, 2022, 2023 and 2024:

	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(in millions of yen)		
Lease cost ^(Note)	111,907	101,808	104,314
Right-of-use assets obtained in exchange for new lease liabilities	51,901	65,417	52,831
Operating cash flows	101,223	86,329	83,100

Note: Lease cost for operating leases are included in Occupancy expenses on the consolidated statements of income. The Group's variable lease costs and costs for leases with terms of twelve months or less are not significant.

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The following table shows future lease payments under operating leases as of March 31, 2024:

	<u>As of March 31, 2024</u> (in millions of yen)
Fiscal year ending March 31:	
2025	80,982
2026	61,337
2027	49,138
2028	38,925
2029	33,301
2030 and thereafter	<u>314,213</u>
Total lease payments	<u>577,895</u>
Amount representing interest	<u>29,196</u>
Total lease liabilities for operating leases	<u>548,699</u>

23. Variable interest entities and securitizations

Variable interest entities

In the normal course of business, the MHFG Group is involved with VIEs primarily through the following types of transactions: asset-backed commercial paper/loan programs, asset-backed securitizations, investments in securitization products, investment funds, trust arrangements, structured finance, and funding vehicles. The Group consolidates certain of these VIEs, where the Group is deemed to be the primary beneficiary because it has both (1) the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance and (2) the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE. The Group reassesses whether it is the primary beneficiary on an ongoing basis as long as the Group has any continuing involvement with the VIE. There are also other VIEs, where the Group has determined that it is not the primary beneficiary but has significant variable interests. In evaluating the significance of the variable interests, the Group takes into consideration the extent of its involvement with each VIE, such as the seniority of its investments, the share of its holding in each tranche and the variability it expects to absorb, as well as other relevant facts and circumstances. The likelihood of loss is not necessarily relevant to the determination of significance, and therefore, “significant” does not imply that there is high likelihood of loss. The maximum exposure to loss that is discussed in this section refers to the maximum loss that the Group could possibly be required to record in its consolidated statements of income as a result of its involvement with the VIEs. This represents exposures associated with both on-balance-sheet assets and off-balance-sheet liabilities related to the VIEs. Further, this maximum potential loss is disclosed regardless of the probability of such losses and, therefore, it is not indicative of the ongoing exposure which is managed within the Group’s risk management framework.

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The table below shows the consolidated assets of the MHFG Group's consolidated VIEs as well as total assets and maximum exposure to loss for its significant unconsolidated VIEs, in which the Group has determined that its maximum exposure to loss is greater than specific thresholds or meets certain other criteria as of March 31, 2023 and 2024:

	<u>Consolidated VIEs</u>	<u>Significant unconsolidated VIEs</u>	
	<u>Consolidated assets</u>	<u>Total assets</u>	<u>Maximum exposure to loss</u>
<u>2023</u>	(in billions of yen)		
Asset-backed commercial paper/loan programs	3,082	—	—
Asset-backed securitizations	1,514	224	134
Investments in securitization products	387	—	—
Investment funds	2,294	3,397	845
Trust arrangements and other	<u>4,877</u>	<u>—</u>	<u>—</u>
Total	<u>12,154</u>	<u>3,621</u>	<u>979</u>
	<u>Consolidated VIEs</u>	<u>Significant unconsolidated VIEs</u>	
	<u>Consolidated assets</u>	<u>Total assets</u>	<u>Maximum exposure to loss</u>
<u>2024</u>	(in billions of yen)		
Asset-backed commercial paper/loan programs	3,370	—	—
Asset-backed securitizations	1,668	175	96
Investments in securitization products	385	—	—
Investment funds	1,908	6,322	1,113
Trust arrangements and other	<u>5,300</u>	<u>—</u>	<u>—</u>
Total	<u>12,631</u>	<u>6,497</u>	<u>1,209</u>

As of March 31, 2023 and 2024, the noncontrolling interests in consolidated VIEs amounted to ¥719 billion and ¥408 billion, respectively, and are included in the MHFG Group's equity-classified noncontrolling interests.

The MHFG Group has not provided financial or other support to consolidated or unconsolidated VIEs that the Group was not previously contractually required to provide.

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The tables below present the carrying amounts and classification of assets and liabilities on the MHFG Group's balance sheets that relate to its variable interests in significant unconsolidated VIEs, as of March 31, 2023 and 2024:

<u>Assets on the MHFG Group's balance sheets related to unconsolidated VIEs:</u>	<u>2023</u>	<u>2024</u>
	(in billions of yen)	
Trading account assets	83	97
Investments	482	726
Loans	154	137
Total	<u>719</u>	<u>960</u>
<u>Liabilities on the MHFG Group's balance sheets and maximum exposure to loss related to unconsolidated VIEs:</u>	<u>2023</u>	<u>2024</u>
	(in billions of yen)	
Trading account liabilities	1	3
Total	<u>1</u>	<u>3</u>
Maximum exposure to loss ^(Note)	<u>979</u>	<u>1,209</u>

Note: This represents the maximum amount the Group could possibly be required to record in its consolidated statements of income associated with on-balance-sheet exposures and off-balance-sheet liabilities such as undrawn commitments.

In the table above the nature of the MHFG Group's variable interest can take different forms, as described further in the notes below. Additionally, the Group's exposure to the obligations of VIEs is generally limited to its interest in these entities. In certain instances the Group provides undrawn commitments to the VIEs.

The MHFG Group's maximum exposure to loss presented in the table above does not include the benefit of offsetting financial instruments that are held to mitigate the risks associated with these variable interests. Furthermore, the Group's maximum exposure to loss presented in the table above is not reduced by the amount of collateral held as part of the transaction with the VIE or any party to the VIE directly against a specific exposure to loss.

Asset-backed commercial paper/loan programs

The MHFG Group manages several asset-backed commercial paper/loan programs that provide its clients with off-balance-sheet and/or cost-effective financing. The VIEs used in the programs purchase financial assets, primarily receivables, from clients participating in the programs and provide liquidity through the issuance of commercial paper or borrowings from the Group backed by the financial assets. While customers normally continue to service the transferred receivables, the Group underwrites, distributes, and makes a market in commercial paper issued by the conduits. The Group typically provides program-wide liquidity and credit support facilities and, in some instances, financing to the VIEs. The Group has the power to determine which assets will be held by the VIEs and has an obligation to monitor these assets. The Group is also responsible for liability management. In addition, through the liquidity and credit support facilities provided to the VIEs, the Group has the obligation to absorb losses that could potentially be significant to the VIEs. Therefore, the Group consolidates such VIEs.

Asset-backed securitizations

The MHFG Group acts as an arranger of various types of structured finance schemes to meet its clients' needs for off-balance-sheet financing. In substantially all of these structured financing transactions, the transfer of the

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financial asset by the client is structured to be bankruptcy remote by use of a bankruptcy remote entity, which is deemed to be a VIE because its equity holder does not have decision making rights. The Group receives fees for structuring and/or distributing the securities sold to investors. In some cases, the Group itself purchases the securities issued by the entities and/or provides loans to the VIEs.

In addition, the MHFG Group establishes several single-issue and multi-issue special purpose entities that issue collateralized debt obligations (“CDO”) or CLO, synthetic CDO/CLO or other repackaged instruments to meet clients’ and investors’ financial needs. The Group also arranges securitization transactions including CMBS, RMBS and others. In these transactions, the Group acts as an underwriter, placement agent, asset manager, derivatives counterparty, and/or investor in debt and equity instruments.

In these cases, the MHFG Group considers that these variable interests are not significant as the Group does not have material balance sheet or off-balance exposure at risk related to these variable interests. However, when the Group has invested in securities issued by the VIEs and/or provides loans to the VIEs and its investment is most part of shares, such variable interests are deemed to be “significant.” In certain VIEs, where the Group provides liquidity and credit support facilities, writes credit protection or invests in debt or equity instruments in its role as an arranger, servicer, administrator or asset manager, etc., the Group has the power to determine which assets will be held by the VIEs or to manage and monitor these assets. In addition, through the variable interests above, the Group has the obligation to absorb losses and the right to receive benefits that could potentially be significant to the VIEs. Therefore, the Group consolidates such VIEs.

The MHFG Group manages Tender Option Bond (“TOB”) programs which are associated with trusts that hold highly-rated, fixed-rate and tax-exempt municipal bonds. The trust finances the purchase of their municipal bonds by issuing two types of certificates: (1) short-term puttable and floating-rate certificates (“floaters”), typically purchased by money market funds and (2) certificates that earn all excess cash flow received by the trust after floaters and fees are paid (“residuals”), purchased by the transferor of the municipal bond to the trust as a sponsor. The Group is engaged in two types of TOB trusts: customer TOB trusts and non-customer TOB trusts. Customer TOB trusts are those for which the residuals are purchased by customers of the Group, whereas the residuals issued by non-customer TOB trusts are purchased by the Group. Both types of TOB trusts are deemed to be VIEs because its equity holder does not have decision making rights. The Group considers that it is a “significant” variable interest when the Group has the residuals as a sponsor and/or provides liquidity and credit support facilities. The Group often commits to provide liquidity to customer TOB trusts and the residual holders of customer TOB trusts are obligated to reimburse the Group for any payment the Group makes under those liquidity and credit support facilities. In non-customer TOB trusts, where the Group holds the residuals as a sponsor, the Group has the power to determine which assets will be held by the VIEs or to manage and monitor these assets. In addition, through the variable interests above, the Group has the obligation to absorb losses and the right to receive benefits that could potentially be significant to the VIEs. Therefore, the Group consolidates such VIEs. Customer TOB trusts are not consolidated in the financial statements of the Group, as the residuals are held by customers and the Group does not have power to determine which assets will be held by the VIEs or to manage and monitor these assets.

Investments in securitization products

The MHFG Group invests in, among other things, various types of CDO/CLO, synthetic CDO/CLO and repackaged instruments, CMBS and RMBS arranged by third parties for the purpose of generating current income or capital appreciation, which all utilize entities that are deemed to be VIEs. By design, such investments were investment grade at issuance and held by a diverse group of investors. The potential loss amounts of the securities and the loans are generally limited to the amounts invested because the Group has no contractual

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involvement in such VIEs beyond its investments. Since the Group is involved in these VIEs only as an investor, the Group does not ordinarily have the power to direct the VIEs' activities that most significantly impact the VIEs' economic performance. Similar to the criteria noted in the asset-backed securitization section, the Group views this investment activity to be "significant" when it has a large investment share and/or provides loans to the VIEs. The Group consolidates VIEs, where the transactions are tailored by the third-party arrangers to meet the Group's needs as a main investor, who is ultimately deemed to have the power to determine which assets are to be held by the VIEs. The Group also invests in certain beneficial interests issued by VIEs which hold real estate that the Group utilizes. In addition to these variable interests, when the Group has the power including the sole unilateral ability to liquidate the VIEs, the Group consolidates such VIEs.

Investment funds

The MHFG Group invests in various investment funds, including securities investment trusts, which collectively invest in equity and debt securities that include listed Japanese securities and investment grade bonds. Investment advisory companies or fund management companies, including the Group's subsidiaries and affiliates, administer and make investment decisions about such investment funds. The Group considers that it is a "significant" variable interest when the Group's investment share is greater than threshold. The Group consolidates certain investment funds where it is deemed to be the primary beneficiary.

The MHFG Group determines whether it is the primary beneficiary by evaluating whether it has both (1) the power to make investment decisions about the investment funds and (2) the obligation to absorb losses or the right to receive benefits that could potentially be significant to the investment funds. The Group consolidates certain investment funds where it is deemed to be the primary beneficiary.

Trust arrangements

The MHFG Group offers a variety of asset management and administration services under trust arrangements including security investment trusts, pension trusts and trusts used in the securitization of assets originated by and transferred to third parties. The Group receives trust fees for providing services as an agent or fiduciary on behalf of beneficiaries. In these cases, the Group considers that these variable interests are not significant except for its specific involvement as noted below.

With respect to guaranteed principal money trust products, the MHFG Group assumes certain risks by providing guarantees for the repayment of principal as required by the trust agreements or relevant Japanese legislation. The Group manages entrusted funds primarily through the origination of high-quality loans and other credit-related products, investing in investment grade marketable securities such as Japanese government bonds and placing cash with the Group's subsidiary trust banks. The Group has the power to determine which assets will be held by the VIEs or to manage these assets. In addition, through the principal guarantee agreements, the Group has the obligation to absorb losses that could potentially be significant to the VIEs. Therefore, the Group consolidates such VIEs. However, the Group does not consolidate certain guaranteed principal money trusts, which invest all the entrusted funds in the Group itself, as the Group has determined that it has no variable interests. See Note 22 "Commitments and contingencies" for the balances of guaranteed trust principal that are not consolidated at March 31, 2023 and 2024.

With respect to non-guaranteed trust arrangements, the MHFG Group manages and administers assets on behalf of its customers (trust beneficiaries) in the capacity of a trustee and fiduciary. For substantially all non-guaranteed trust arrangements, the Group generally does not have the power to direct the activities of the VIEs that most significantly impact the VIEs' economic performance or has neither the obligation to absorb

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losses nor the right to receive benefits that could potentially be significant to the VIEs. Therefore, such trust accounts are not included in the consolidated financial statements of the Group.

The MHFG Group established a trust in August 2020, which holds the Group's housing loans and in turn issues beneficiary interests to the Group. The Group pledges the beneficiary interests as a collateral for borrowing from the Bank of Japan. In its role as a servicer, the Group has power to direct the entity's activities that most significantly impact the entity's economic performance by managing mortgage loans owned by a trust. The Group considers that it is a "significant" variable interest since the Group can determine which assets will be held by the VIE. In addition, through the beneficiary interest, the Group has the obligation to absorb losses and the right to receive benefits that could potentially be significant to the VIE. Therefore, the Group consolidates the VIE.

Special purpose entities created for structured finance

The MHFG Group is involved in real estate, commercial aircraft and other vessel and machinery and equipment financing to VIEs and financing in securitized receivable. As the Group typically only provides senior financing with credit enhanced by subordinated interests and may sometimes act as an interest rate swap counterparty, the Group has determined that it does not have the power to direct the activities of the VIEs that most significantly impact the VIEs' economic performance, or it does not have significant variable interests. Therefore, the Group does not consolidate such VIEs.

Funding Vehicles

The MHFG Group established a wholly-owned off-shore vehicle which issued subordinated bonds that are fully guaranteed by the Group, to investors unrelated to the Group to fund purchases of subordinated bonds issued by the Group. The entity is considered a VIE because it lacks sufficient equity to finance its activities; however, the Group's investment in the vehicle's equity is not a variable interest because the investment is not considered to be at risk as the entire amount raised by the vehicle was used to purchase subordinated bonds issued by the Group. Because the Group does not have variable interests in the vehicle, the Group does not consolidate the entity. Subordinated bonds issued by the Group, which are included in Long-term debt, were ¥200 billion as at March 31, 2023. The subordinated bonds were fully redeemed in the fiscal year ended March 31, 2024 and there was no outstanding balance as at March 31, 2024.

Securitization

The MHFG Group engages in securitization activities and securitizes mortgage loans, other loans, government and corporate securities and other types of financial assets in the normal course of business. In these securitization transactions, the Group records the transfer of a financial asset as a sale when all the accounting criteria for a sale under ASC 860 are met. These criteria are (1) the transferred financial assets are legally isolated from the Group's creditors, (2) the transferee or beneficial interest holder has the right to pledge or exchange the transferred financial assets, and (3) the Group does not maintain effective control over the transferred financial assets. If all the criteria are not met, the transfer is accounted for as a secured borrowing.

For the fiscal years ended March 31, 2022, 2023 and 2024, the MHFG Group neither made significant transfers of financial assets nor recognized significant gains or losses in securitization transactions accounted for as sales. Therefore, the Group did not have the significant assets obtained as proceeds and the significant liabilities incurred in the transfer. The Group did not recognize significant continuing involvement and retain significant interests in securitization transactions accounted for as sales as of March 31, 2023 and 2024.

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24. Noninterest income

Details of Noninterest income for the fiscal years ended March 31, 2022, 2023 and 2024 are as follows:

	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(in millions of yen)		
Fee and commission income:			
Securities-related business ⁽¹⁾	184,014	190,026	246,865
Deposits-related business ⁽¹⁾	15,358	15,540	15,591
Lending-related business ⁽²⁾⁽⁴⁾	162,953	193,838	232,626
Remittance business ⁽¹⁾	103,979	104,201	106,762
Asset management business ⁽¹⁾	122,014	109,358	115,504
Trust-related business ⁽¹⁾	141,365	130,576	136,800
Agency business ⁽¹⁾	36,899	36,529	38,329
Guarantee-related business ⁽³⁾	35,296	41,150	43,791
Fees for other customer services ⁽¹⁾	178,122	163,127	181,558
Total Fee and commission income	<u>980,000</u>	<u>984,345</u>	<u>1,117,826</u>
Foreign exchange gains (losses)—net ⁽³⁾	91,611	189,526	(19,390)
Trading account gains (losses)—net ⁽²⁾	(491,947)	(603,910)	390,260
Investment gains (losses)—net:			
Debt securities ⁽³⁾	(14,777)	5,167	(6,446)
Equity securities ⁽³⁾	(60,563)	135,601	1,010,288
Equity in earnings (losses) of equity method investees—net ⁽³⁾	34,587	(26,999)	19,791
Gains on disposal of premises and equipment ⁽³⁾	9,943	4,920	10,128
Other noninterest income ⁽²⁾⁽⁵⁾	120,936	199,453	221,273
Total	<u><u>669,790</u></u>	<u><u>888,103</u></u>	<u><u>2,743,729</u></u>

Notes:

- (1) These amounts are revenues from contracts within the scope of ASC 606, “Revenue from contracts with customers” (“ASC 606”).
- (2) Part of these amounts are considered to be revenues from contracts that are within the scope of ASC 606.
- (3) These amounts are revenues from contracts that do not meet the scope of ASC 606.
- (4) Most of the lending-related fees such as commitment fees and arrangement fees are not within the scope of ASC 606.
- (5) These amounts include the net unrealized gains resulting from changes in fair values of structured notes that contain embedded derivatives. See Note 26 “Fair value” for further details.

Certain Fee and commission income, Trading account gains (losses)—net and Other noninterest income outlined in the table above are considered to be revenues from contracts that are within the scope of ASC 606. The MHFG Group disaggregates Fee and commission income, which is the main part of revenues within the scope of ASC 606, by type of business or service in the table above.

Fee and commission income

For the MHFG Group’s accounting policy for the recognition of Fee and commission income, see Note 1 “Basis of presentation and summary of significant accounting policies.”

Trust-related business fees consist of trust fees earned primarily through fiduciary asset management and administrative service and other trust-related fees, which amounted to ¥56 billion and ¥85 billion for the fiscal

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year ended March 31, 2022, respectively, ¥55 billion and ¥76 billion for the fiscal year ended March 31, 2023, respectively, and ¥58 billion and ¥79 billion for the fiscal year ended March 31, 2024, respectively.

Trading account gains (losses)—net and Other noninterest income

In addition to Fee and commission income, Trading account gains (losses)—net and Other noninterest income include certain revenues within the scope of ASC 606. Underwriting fees from trading securities, which amounted to ¥83 billion, ¥59 billion and ¥93 billion for the fiscal years ended March 31, 2022, 2023 and 2024, respectively, are within the scope of ASC 606 and accounted for in Trading account gains (losses)—net. Underwriting fees are primarily recognized on the date which all the considerations of the transaction are fixed. For the fiscal years ended March 31, 2022, 2023 and 2024, approximately ¥15 billion, ¥21 billion and ¥25 billion, respectively, of Other noninterest income were within the scope of ASC 606. Credit card interchange fees are within the scope of ASC 606 and accounted for in Other noninterest income. Credit card interchange fees are earned on credit card transactions conducted through payment networks and recognized upon settlement of the credit card payment transactions.

Contract balances relating to revenues from contracts with customers subject to ASC 606

Contract assets and receivables from contracts with customers subject to ASC 606 are recognized in Accrued income or accounts receivable of Other assets. As of March 31, 2023 and 2024, the balance of contract assets was not material. Contract liabilities are recognized in unearned income of Other liabilities. As of March 31, 2023 and 2024, the balance of contract liabilities was not material.

Remaining performance obligations relating to revenues from contracts with customers subject to ASC 606

Remaining performance obligations are services that the MHFG Group has committed to provide in the future in connection with its contracts with customers. As of March 31, 2023 and 2024, the amount of expected revenues from current obligations to provide services in the future was not material. It excludes revenues from contracts less than one year or contracts that have provisions that allow the Group to recognize revenue at the amount it has the right to invoice.

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25. Trading account gains and losses

The MHFG Group performs trading activities through market making, sales, and arbitrage. Accordingly, Trading account gains (losses)—net include gains and losses from transactions undertaken for trading purposes, including both market making for customers and proprietary trading, or transactions through which the Group seeks to capture gains arising from short-term changes in market value. Trading account gains (losses)—net also include gains and losses related to changes in the fair value of derivatives and other financial instruments not eligible for hedge accounting under U.S. GAAP that are utilized to offset mainly interest rate risk related to the Group's various assets and liabilities, as well as gains and losses related to changes in the fair value of foreign currency-denominated debt securities reported as Trading securities. Net trading gains (losses) for the fiscal years ended March 31, 2022, 2023 and 2024 are comprised of the following:

	2022	2023	2024
	(in millions of yen)		
Trading account gains (losses)—net:			
Trading securities	(1,230,330)	(1,003,636)	(171,498)
Derivative contracts:			
Interest rate contracts	(130,312)	(508,743)	(22,003)
Foreign exchange contracts ⁽¹⁾	145,979	317,459	387,591
Equity-related contracts	728,226	534,615	240,277
Credit-related contracts ⁽²⁾	(13,272)	(3,204)	(2,101)
Other contracts	7,762	59,599	(42,005)
Total	(491,947)	(603,910)	390,260
Foreign exchange gains (losses)—net ⁽³⁾	91,611	189,526	(19,390)
Net trading gains (losses)	(400,336)	(414,384)	370,870

Notes:

- (1) Amounts include gains and losses on currency swaps.
- (2) Amounts do not include the net gains (losses) of ¥(605) million, ¥(653) million and ¥(952) million on the credit derivatives economically managing the credit risk of loans during the fiscal years ended March 31, 2022, 2023 and 2024, respectively. The net gains (losses) is recorded in Other noninterest income (expenses).
- (3) Amounts include realized and unrealized gains and losses on both derivative instruments and nonderivative instruments. Amounts on derivative instruments include gains and losses on forward foreign exchange contracts and currency options. Amounts on nonderivative instruments include translation gains and losses related to foreign currency-denominated debt securities reported as Trading securities.

26. Fair value

Fair value measurements

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. In addition, ASC 820 precludes (1) the deferral of gains and losses at inception of certain derivative contracts whose fair value was not evidenced by market-observable data, and (2) the use of block discounts when measuring the fair value of instruments traded in an active market, which were previously applied to large holdings of publicly traded financial instruments.

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Fair value hierarchy

ASC 820 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. The standard describes the following three levels of inputs that may be used to measure fair value:

- Level 1 Quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include debt and equity securities and derivative contracts that are traded in an active exchange market.
- Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include debt securities with quoted prices that are traded less frequently than exchange-traded instruments. If no quoted market prices are available, the fair values of debt securities and over-the-counter derivative contracts in this category are determined using pricing models with inputs that are observable in the market or can be derived principally from or corroborated by observable market data.
- Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

Valuation process

The MHFG Group has established valuation policies which govern the principles of fair value measurements and the authority and duty of each department. The Group has also established procedure manuals which describe valuation techniques and related inputs for determining the fair values of various financial instruments. The policies require that the measurement of fair values be carried out in accordance with the procedures performed by the risk management departments or the back offices which are independent from the front offices. The policies also require the risk management departments to assess whether the valuation methodologies defined in the procedure manuals are fair and proper and the internal audit departments to periodically review the compliance with the procedures throughout the Group. Although the valuation methodologies and related inputs are consistently applied from period to period, a change in the market environment sometimes leads to a change in the valuation methodologies and the inputs. For instance, a change in market liquidity due to a delisting or a new listing is one of the key drivers of revisions to the valuation methodologies and the inputs. The key drivers also include the availability or the lack of market observable inputs and the development of new valuation methodologies. Price verification performed through the Group's internal valuation process has an important role in identifying whether the valuation methodologies and the inputs need to be changed. The internal valuation process over the prices broker-dealers provide, primarily for Japanese securitization products, is described in more detail below in *Available-for-sale securities*. A change in the valuation methodologies and/or the inputs requires the revision of the valuation policies and procedure manuals, which is required to be approved by the appropriate authority, either the CEO, the head of risk management, and/or the head of accounting, depending on the nature and characteristics of the change.

The following is a description of valuation methodologies and inputs used for assets and liabilities measured at fair value on a recurring basis, including the general classification of such instruments pursuant to the fair value hierarchy and the MHFG Group's valuation techniques used to measure fair values. During the fiscal year ended March 31, 2024, there were no significant changes made to the Group's valuation techniques and related inputs.

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Trading securities and trading securities sold, not yet purchased

When quoted prices for identical securities are available in an active market, the Group uses the quoted prices to measure the fair values of securities and such securities are classified in Level 1 of the fair value hierarchy. Level 1 securities include highly liquid government bonds and equity securities. When quoted prices for identical securities are available, but not actively traded, such securities are classified in Level 2 of the fair value hierarchy. When no quoted market prices are available, the Group estimates fair values by using pricing models with inputs that are observable in the market and such securities are classified in Level 2 of the fair value hierarchy. Level 2 securities include Japanese local government bonds, corporate bonds, and commercial paper. When less liquid market conditions exist for securities, the quoted prices are stale or the prices from independent sources vary significantly, such securities are generally classified in Level 3 of the fair value hierarchy. The fair values of securitization products such as RMBS, CMBS, ABS, and CLO are determined primarily by using a discounted cash flow model. The key inputs used for the model include default rates, recovery rates, prepayment rates, and discount rates. Though most securitization products are classified in Level 2, if the significant inputs are unobservable or cannot be corroborated by observable market data, these financial instruments are classified in Level 3.

Hedge funds the Group invests in are primarily multi-strategy funds that employ a fundamental bottom-up investment approach across various asset classes globally. Hedge funds are measured at the net asset value (“NAV”) per share and the Group has the ability to redeem its investment with the investees at the NAV per share at the measurement date or within the near term. Private equity funds have specific investment objectives in connection with their acquisition of equity interests in new and emerging firms in need of capital. Employing venture capital strategies, they provide financing and other support to start-up businesses, medium and small entities in particular geographical areas, and to companies with certain technologies or companies in high-growth industries. Real estate funds invest globally and primarily in real estate companies, debt recapitalizations and direct property. Private equity funds and real estate funds are measured using the NAV per share practical expedient and the Group does not have the ability to redeem its investment in the investees at the NAV per share at the measurement date or within the near term. It is estimated that the underlying assets of the funds would be liquidated within a ten-year period.

Derivative financial instruments

Exchange-traded derivatives are valued using quoted market prices and consequently are classified in Level 1 of the fair value hierarchy. However, the majority of derivatives entered into by the Group are executed over-the-counter and are valued using internal valuation techniques as no quoted market prices are available for such instruments. The valuation techniques depend on the type of derivatives. The principal techniques used to value these instruments are discounted cash flow models and the Black-Scholes option pricing model, which are widely accepted in the financial services industry. The key inputs vary by the type of derivatives and the nature of the underlying instruments and include interest rate yield curves, foreign exchange rates, the spot price of the underlying, volatility and correlation. Each item is classified in either Level 2 or Level 3 depending on the observability of the significant inputs to the model. Level 2 derivatives include plain vanilla interest rate and currency swaps and option contracts. Derivative contracts valued using significant unobservable correlation or volatility are classified in Level 3 of the fair value hierarchy. In addition, the Group records credit-risk valuation adjustments on over-the-counter derivatives to reflect the credit quality of its counterparties. The Group calculates these credit-risk valuation adjustments using modeled expected exposure, and default probabilities and severity factors that are developed from market credit spreads and other related market information. Also, the Group records funding valuation adjustments to reflect the impact of funding on uncollateralized over-the-counter derivatives and derivatives where the Group is not permitted to use the collateral received, and is recognized where there is evidence that a market participant would incorporate the adjustment into the transfer

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of the instrument. The Group calculates these funding valuation adjustments incorporating the expected future funding requirements arising from the Group's positions and the estimated market funding cost which considers the Group's credit risk. The Group measures these valuation adjustments based on net exposure of a group of financial assets and financial liabilities to credit risk.

Available-for-sale securities

The fair values of available-for-sale securities are determined primarily using the same procedures described under trading securities above. Since private placement bonds have no quoted market prices, the fair values of such bonds are estimated based on a discounted cash flow model using interest rates approximating the current rates for instruments with similar maturities and credit risk. Private placement bonds are classified in either Level 2 or Level 3 depending on the observability of the significant inputs to the model, such as credit risk. The fair values of securitization products such as RMBS, CMBS and ABS are generally based upon single non-binding quoted prices from broker-dealers. Such quotes are validated through the Group's internal processes and controls. In rare instances where the Group finds the quoted prices to be invalid through its internal valuation process, it adjusts those prices or alternatively estimates their fair values by using a discounted cash flow model to incorporate the Group's estimates of key inputs such as the most recent value of each underlying asset, cash flows of the underlying assets, and discount margin. The validation of such prices varies depending on the nature and type of the products. For the majority of RMBS and ABS, broker quotes are validated by investigating significant unusual monthly valuation fluctuations and comparing to prices internally computed through discounted cash flow models using assumptions and parameters provided by brokers such as the cash flows of underlying assets, yield curve, prepayment speed and credit spread. For the majority of CMBS, the Group validates broker quotes through a review process that includes the investigation of significant unusual monthly valuation fluctuations and/or a review of underlying assets with significant differences between the valuations of the Group and the broker-dealers being identified. Though most securitization products are classified in Level 2, if the significant inputs are unobservable or cannot be corroborated by observable market data, these financial instruments are classified in Level 3.

Equity securities

Equity securities mainly consist of marketable equity securities. The fair values of the marketable equity securities are based upon quoted market prices for identical equity securities trading as securities in an active market. Equity securities also include investments in certain investment funds measured using the NAV per share practical expedient including private equity funds and real estate funds. These securities are determined primarily using the same procedures described under *Trading securities and trading securities sold, not yet purchased* above.

Other investments

Other investments consist of investments held by consolidated investment companies. These companies typically hold investments in marketable and non-marketable equity securities and debt securities. The fair value of the marketable equity securities is based upon quoted market prices. The fair value of the non-marketable equity securities is based upon significant management judgment, as very limited quoted prices exist. When evaluating such securities, the Group firstly considers recent market transactions of identical securities, if applicable. Thereafter, the Group uses commonly accepted valuation techniques such as earnings multiples based on comparable public securities. Non-marketable equity securities are generally classified in Level 3 of the fair value hierarchy. The fair value of the debt securities is estimated using a discounted cash flow model, since they have no quoted market prices. Those debt securities are classified in Level 3, because the credit risk is unobservable.

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Other assets

Other assets measured at fair value consist of securities received as collateral that may be sold or repledged under securities lending transactions. The securities received as collateral under lending transactions mainly consist of certain foreign government bonds and securitization products which are valued using the valuation techniques described under *Trading securities and trading securities sold, not yet purchased* above.

Long-term debt and Other short-term borrowings

Fair value accounting is elected for certain debt instruments with embedded derivatives. The fair values are determined using a discounted cash flow model that considers the embedded derivatives and the terms and payment structures of the notes. The fair values of the derivatives embedded in such notes are primarily derived by using the same procedures described in *Derivative financial instruments* above. Such notes are classified in Level 2 or Level 3 depending on the observability of the significant inputs into the model used to determine the fair value of the embedded derivatives. The Group also measures certain notes that contain embedded derivatives at fair value under the practicability exception. For these instruments, fair value is based on quoted prices for identical debt traded as a security in inactive markets. These instruments are classified in Level 2 of the fair value hierarchy.

Other liabilities

Other liabilities measured at fair value consist of obligation to return securities received as collateral under securities lending transactions, which are measured at the fair value of the securities received as collateral. The securities consist primarily of certain foreign government bonds and securitization products, whose fair values are measured using the valuation techniques described under *Trading securities and trading securities sold, not yet purchased* above.

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Items measured at fair value on a recurring basis

Assets and liabilities measured at fair value on a recurring basis at March 31, 2023 and 2024, including those for which the MHFG Group has elected the fair value option, are summarized below:

<u>2023</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Assets/ Liabilities measured at fair value</u>
	(in billions of yen)			
Assets:				
Trading securities ⁽¹⁾ :				
Japanese government bonds	1,187	7	—	1,194
Japanese local government bonds	—	138	—	138
U.S. Treasury bonds and federal agency securities	1,917	1,377	—	3,294
Other foreign government bonds	658	786	—	1,444
Agency mortgage-backed securities	—	5,309	—	5,309
Certificates of deposit and commercial paper	—	516	—	516
Corporate bonds and other ⁽²⁾	—	2,406	47	2,453
Equity securities	1,859	370	21	2,250
Trading securities measured at net asset value ⁽³⁾				111
Derivative financial instruments:				
Interest rate contracts	218	8,103	53	8,374
Foreign exchange contracts	—	4,200	22	4,222
Equity-related contracts	39	73	33	145
Credit-related contracts	—	143	1	144
Other contracts	15	12	20	47
Available-for-sale securities:				
Japanese government bonds	15,771	678	—	16,449
Japanese local government bonds	—	555	—	555
U.S. Treasury bonds and federal agency securities	376	—	—	376
Other foreign government bonds	322	986	—	1,308
Agency mortgage-backed securities	—	522	—	522
Residential mortgage-backed securities	—	34	13	47
Commercial mortgage-backed securities	—	862	—	862
Japanese corporate bonds and other debt securities	—	2,008	101	2,109
Foreign corporate bonds and other debt securities	—	916	90	1,006
Equity securities:				
Equity securities with readily determinable fair values	3,052	161	—	3,213
Equity securities measured at net asset value ⁽³⁾				271
Other investments	—	—	63	63
Total assets measured at fair value on a recurring basis	<u>25,414</u>	<u>30,162</u>	<u>464</u>	<u>56,422</u>
Liabilities:				
Trading securities sold, not yet purchased	2,954	3,513	—	6,467
Derivative financial instruments:				
Interest rate contracts	244	8,271	2	8,517
Foreign exchange contracts	—	4,005	8	4,013
Equity-related contracts	46	91	60	197
Credit-related contracts	—	124	2	126
Other contracts	10	15	18	43
Long-term debt ⁽⁴⁾	—	1,844	836	2,680
Total liabilities measured at fair value on a recurring basis	<u>3,254</u>	<u>17,863</u>	<u>926</u>	<u>22,043</u>

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<u>2024</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Assets/ Liabilities measured at fair value</u>
	(in billions of yen)			
Assets:				
Trading securities ⁽¹⁾ :				
Japanese government bonds	1,623	5	—	1,628
Japanese local government bonds	—	135	—	135
U.S. Treasury bonds and federal agency securities	3,534	1,468	—	5,002
Other foreign government bonds	676	897	—	1,572
Agency mortgage-backed securities	—	6,717	—	6,717
Certificates of deposit and commercial paper	—	351	—	351
Corporate bonds and other ⁽²⁾	—	3,208	189	3,397
Equity securities	2,743	209	21	2,973
Trading securities measured at net asset value ⁽³⁾				109
Derivative financial instruments:				
Interest rate contracts	14	8,640	14	8,668
Foreign exchange contracts	—	5,610	2	5,612
Equity-related contracts	79	255	6	340
Credit-related contracts	—	213	1	214
Other contracts	21	9	10	40
Available-for-sale securities:				
Japanese government bonds	10,562	412	—	10,974
Japanese local government bonds	—	584	—	584
U.S. Treasury bonds and federal agency securities	147	—	—	147
Other foreign government bonds	922	1,122	—	2,045
Agency mortgage-backed securities	—	477	—	477
Residential mortgage-backed securities	—	24	8	31
Commercial mortgage-backed securities	—	801	4	804
Japanese corporate bonds and other debt securities	—	1,666	167	1,833
Foreign corporate bonds and other debt securities	—	795	23	818
Equity securities:				
Equity securities with readily determinable fair values	4,165	296	—	4,461
Equity securities measured at net asset value ⁽³⁾				334
Other investments	1	—	80	80
Other assets	3	68	—	71
Total assets measured at fair value on a recurring basis	<u>24,489</u>	<u>33,961</u>	<u>525</u>	<u>59,419</u>
Liabilities:				
Trading securities sold, not yet purchased	3,445	2,258	—	5,703
Derivative financial instruments:				
Interest rate contracts	14	8,697	1	8,712
Foreign exchange contracts	—	5,571	11	5,582
Equity-related contracts	105	213	76	394
Credit-related contracts	—	174	6	180
Other contracts	13	26	10	50
Other short-term borrowings ⁽⁴⁾	—	153	—	153
Long-term debt ⁽⁴⁾	—	2,450	427	2,876
Other liabilities	3	68	—	71
Total liabilities measured at fair value on a recurring basis	<u>3,580</u>	<u>19,610</u>	<u>531</u>	<u>23,721</u>

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Notes:

- (1) Trading securities include foreign currency denominated securities for which the MHFG Group elected the fair value option.
- (2) The amount includes CLO and convertible bonds, which are classified in Level 3.
- (3) In accordance with ASC 820, certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented for these classes of assets are intended to permit the reconciliation of the fair value hierarchy to the amounts presented in the statements of financial position. The amounts of unfunded commitments related to these investments at March 31, 2023 and 2024 were ¥52 billion and ¥41 billion, respectively.
- (4) Amounts represent items for which the Group elected the fair value option or for which it applied the practicability exception.

Items measured at fair value on a recurring basis using significant unobservable inputs (Level 3)

The following table presents a reconciliation for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the fiscal years ended March 31, 2023 and 2024:

2023	April 1, 2022	Gains (losses) in Earnings	Gains (losses) in OCI	Transfers into Level 3	Transfers out of Level 3	Purchases	Sales	Issuances	Settle- ments	March 31, 2023	Change in unrealized gains (losses) still held ⁽⁶⁾
(in billions of yen)											
Assets:											
Trading securities:											
Residential mortgage-backed securities	8	(1) ⁽²⁾	—	—	—	—	(6)	—	(1)	—	—
Corporate bonds and other	71	4 ⁽²⁾	—	13	(15)	104	(46)	—	(84)	47	—
Equity securities	28	—	(2)	—	—	2	(6)	—	(3)	21	(1)
Derivative financial instruments, net ⁽¹⁾ :											
Interest rate contracts.	22	31 ⁽²⁾	—	—	—	—	—	—	(2)	51	(22)
Foreign exchange contracts	32	(5) ⁽²⁾	—	—	—	—	—	—	(13)	14	(6)
Equity-related contracts	(14)	(26) ⁽²⁾	—	—	—	—	—	—	13	(27)	(107)
Credit-related contracts	1	(1) ⁽²⁾	—	—	—	—	—	—	(1)	(1)	(5)
Other contracts	—	2 ⁽²⁾	—	—	—	—	—	—	—	2	2
Available-for-sale securities:											
Residential mortgage-backed securities	18	—	(3)	—	(4)	—	—	—	(5)	13	—
Commercial mortgage-backed securities	—	—	(3)	—	(4)	—	—	—	—	—	—
Japanese corporate bonds and other debt securities	315	—	(3)	3 ⁽⁴⁾	—	25	—	—	(242)	101	8
Foreign corporate bonds and other debt securities	117	—	(3)	1 ⁽⁴⁾	(54)	63	—	—	(37)	90	—
Other investments	56	3 ⁽³⁾	—	—	(1)	36	—	—	(31)	63	1
Liabilities:											
Trading securities sold, not yet purchased	—	—	(2)	—	—	(1)	1	—	—	—	—
Long-term debt	794	29 ⁽⁵⁾	10 ⁽⁴⁾	1	(2)	—	—	323	(241)	836	60

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2024	April 1, 2023	Gains (losses) in Earnings	Gains (losses) in OCI	Transfers into Level 3	Transfers out of Level 3	Purchases	Sales	Issuances	Settle- ments	March 31, 2024	Change in unrealized gains (losses) still held ⁽⁶⁾
(in billions of yen)											
Assets:											
Trading securities:											
Residential mortgage-backed securities	—	— ⁽²⁾	—	—	—	—	—	—	—	—	—
Corporate bonds and other	47	12 ⁽²⁾	—	15	(7)	214	(59)	—	(34)	189	9
Equity securities	21	— ⁽²⁾	—	—	—	3	(1)	—	(1)	21	—
Derivative financial instruments, net ⁽¹⁾ :											
Interest rate contracts	51	(44) ⁽²⁾	—	—	(32)	—	—	—	38	13	8
Foreign exchange contracts	14	(8) ⁽²⁾	—	—	—	—	—	—	(15)	(9)	(10)
Equity-related contracts	(27)	(62) ⁽²⁾	—	—	(1)	—	—	—	20	(70)	(37)
Credit-related contracts	(1)	(6) ⁽²⁾	—	—	—	—	—	—	2	(5)	(3)
Other contracts	2	(1) ⁽²⁾	—	—	—	—	—	—	(1)	—	(1)
Available-for-sale securities:											
Residential mortgage-backed securities	13	— ⁽³⁾	— ⁽⁴⁾	—	—	—	(2)	—	(3)	8	—
Commercial mortgage-backed securities	—	— ⁽³⁾	— ⁽⁴⁾	—	—	4	—	—	—	4	—
Japanese corporate bonds and other debt securities	101	— ⁽³⁾	9 ⁽⁴⁾	—	—	106	—	—	(49)	167	12
Foreign corporate bonds and other debt securities	90	8 ⁽³⁾	— ⁽⁴⁾	—	(2)	10	—	—	(82)	23	(1)
Other investments	63	1 ⁽³⁾	—	—	—	47	—	—	(31)	80	—
Liabilities:											
Trading securities sold, not yet purchased	—	— ⁽²⁾	—	—	—	—	—	—	—	—	—
Long-term debt	836	(57) ⁽⁵⁾	(14) ⁽⁴⁾	1	(285)	—	—	276	(472)	427	(11)

Notes:

- (1) Total Level 3 derivative exposures have been netted on the table for presentation purposes only.
- (2) Gains (losses) in Earnings are reported in Trading account gains (losses)—net, Foreign exchange gains (losses)—net or Other noninterest income (expenses).
- (3) Gains (losses) in Earnings are reported in Investment gains (losses)—net.
- (4) Gains (losses) in OCI are reported in Other comprehensive income (loss).
- (5) Gains (losses) in Earnings are reported in Other noninterest income (expenses).
- (6) Amounts represent total gains or losses recognized in earnings and other comprehensive income (loss) during the period. These gains or losses were attributable to the change in fair value relating to assets and liabilities classified as Level 3 that were still held at March 31, 2023 and 2024. The amounts of unrealized gains (losses) in other comprehensive income (loss) are related to Available-for-sale securities and Long-term debt, which were ¥8 billion and ¥11 billion, respectively, at March 31, 2023, and ¥11 billion and ¥(5) billion, respectively, at March 31, 2024.

Transfers between levels

During the fiscal year ended March 31, 2023, the transfers into Level 3 included ¥13 billion of Trading securities and ¥1 billion of Long-term debt. Transfers into Level 3 for Trading securities were primarily due to decreased price transparency for certain foreign bonds. Transfers into Level 3 for Long-term debt were primarily due to the decrease in the observability of the default rate when valuing certain structured notes. During the fiscal year

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ended March 31, 2023, the transfers out of Level 3 included ¥15 billion of Trading securities, ¥54 billion of Available-for-sale securities, ¥2 billion of Long-term debt and ¥1 billion of Other investments. Transfers out of Level 3 for Trading securities were primarily due to increased price transparency for certain foreign bonds. Transfers out of Level 3 for Available-for-sale securities were primarily due to increased price transparency for certain Foreign corporate bonds and other debt securities. Transfers out of Level 3 for Long-term debt were primarily due to the increase in the observability of the default rate when valuing certain structured notes. Transfers out of Level 3 for Other investments were primarily due to increased price transparency for certain investments.

During the fiscal year ended March 31, 2024, the transfers into Level 3 included ¥15 billion of Trading securities and ¥1 billion of Long-term debt. Transfers into Level 3 for Trading securities were primarily due to decreased price transparency for certain foreign bonds. Transfers into Level 3 for Long-term debt were primarily due to the decrease in the observability of the default rate when valuing certain structured loans. During the fiscal year ended March 31, 2024, the transfers out of Level 3 included ¥7 billion of Trading securities, ¥33 billion of net Derivative assets, ¥2 billion of Available-for-sale securities and ¥285 billion of Long-term debt. Transfers out of Level 3 for Trading securities were primarily due to increased price transparency for certain foreign bonds. Transfers out of Level 3 for net Derivative assets were primarily due to the decrease in significance of unobservable inputs as a result of quantitative sensitivity analysis for certain interest rate derivatives. Transfers out of Level 3 for Available-for-sale securities were primarily due to increased price transparency for certain Foreign corporate bonds and other debt securities. Transfers out of Level 3 for Long-term debt were primarily due to the decrease in significance of unobservable inputs as a result of quantitative sensitivity analysis for certain structured notes and loans.

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Quantitative information about Level 3 fair value measurements

The following table presents information about significant unobservable inputs related to the MHFG Group's material classes of Level 3 assets and liabilities at March 31, 2023 and 2024:

2023

Products/Instruments	Fair value	Principal valuation technique	Unobservable inputs	Range of input values	Average ⁽⁴⁾
(in billions of yen, except for percentages and basis points)					
Trading securities and Available-for-sale securities:					
Residential mortgage-backed securities	13	Discounted cash flow Price-based	Prepayment rate Default rate Recovery rate Discount margin	0.2%–17.6% 0.0%–2.2% 100.0%–100.0% 30.0bps–167.1bps	4.4% 0.2% 100.0% 47.0bps
Corporate bonds and other debt securities	238	Discounted cash flow Price-based	Prepayment rate ⁽¹⁾ Default rate ⁽¹⁾ Recovery rate ⁽¹⁾ Discount margin ⁽¹⁾ Discount margin ⁽²⁾	21.7%–21.7% 0.2%–0.2% 40.5%–40.5% 98.8bps–209.9bps 3.5bps–171.2bps	21.7% 0.2% 40.5% 116.2bps 20.1bps
Derivative financial instruments, net:					
Interest rate contracts	51	Internal valuation model ⁽³⁾	IR – IR correlation	23.2%–100.00%	75.0%
Foreign exchange contracts	14	Internal valuation model ⁽³⁾	FX – IR correlation FX – FX correlation	5.5%–58.2% 39.0%–64.7%	39.9% 51.9%
Equity-related contracts	(27)	Internal valuation model ⁽³⁾	Equity – IR correlation Equity – FX correlation Equity correlation Equity volatility	25.0%–25.0% 0.0%–60.0% 73.9%–100.0% 10.3%–95.4%	25.0% 33.7% 96.7% 44.1%
Credit-related contracts	(1)	Internal valuation model ⁽³⁾	Default rate	0.1%–12.2%	2.1%
Other contracts	2	Internal valuation model ⁽³⁾	Commodity volatility	20.0%–54.5%	39.8%
Long-term debt	836	Internal valuation model ⁽³⁾	IR – IR correlation FX – IR correlation FX – FX correlation Equity – IR correlation Equity – FX correlation Equity correlation Equity volatility Default rate Credit correlation	23.2%–100.0% 5.5%–58.2% 39.0%–64.7% 25.0%–25.0% -16.3%–93.3% 3.2%–100.0% 5.9%–180.8% 0.1%–13.1% 47.6%–100.0%	75.0% 39.9% 51.9% 25.0% 0.0% 90.8% 34.1% 2.3% 68.3%

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2024

Products/Instruments	Fair value	Principal valuation technique	Unobservable inputs	Range of input values	Average ⁽⁴⁾
	(in billions of yen, except for percentages and basis points)				
Trading securities and Available-for-sale securities:					
Residential mortgage-backed securities	8	Discounted cash flow Price-based	Prepayment rate Recovery rate Discount margin	0.4%–6.2% 100.0%–100.0% 30.0bps–65.0bps	3.8% 100.0% 40.1bps
Commercial mortgage-backed securities	4	Discounted cash flow Price-based	Discount margin	158.7bps–291.4bps	234.2bps
Corporate bonds and other debt securities	380	Discounted cash flow Price-based	Prepayment rate ⁽¹⁾ Default rate ⁽¹⁾ Recovery rate ⁽¹⁾ Discount margin ⁽¹⁾ Discount margin ⁽²⁾	3.2%–3.2% 0.4%–0.4% 36.9%–36.9% 56.9bps–56.9bps 38.2bps–187.7bps	3.2% 0.4% 36.9% 56.9bps 63.6bps
Derivative financial instruments, net:					
Interest rate contracts	13	Internal valuation model ⁽³⁾	IR – IR correlation	23.2%–100.0%	71.4%
Foreign exchange contracts	(9)	Internal valuation model ⁽³⁾	FX – IR correlation FX – FX correlation	13.8%–72.5% 39.0%–64.7%	29.9% 51.9%
Equity-related contracts	(70)	Internal valuation model ⁽³⁾	Equity – IR correlation Equity – FX correlation Equity volatility	25.0%–25.0% 15.0%–60.0% 9.8%–121.8%	25.0% 60.0% 42.1%
Credit-related contracts	(5)	Internal valuation model ⁽³⁾	Default rate	0.0%–6.4%	1.4%
Other contracts	—	Internal valuation model ⁽³⁾	Commodity volatility	0.0%–27.7%	23.7%
Long-term debt	427	Internal valuation model ⁽³⁾	IR – IR correlation FX – IR correlation FX – FX correlation Equity – IR correlation Equity – FX correlation Equity correlation Equity volatility Default rate	23.2%–100.0% 5.5%–72.5% 39.0%–64.7% 25.0%–25.0% -17.8%–93.3% 32.2%–100.0% 9.8%–70.7% 0.0%–9.5%	71.4% 29.9% 51.9% 25.0% 0.0% 87.3% 25.8% 1.4%

Notes:

- (1) These inputs are mainly used for determining the fair values of securitization products such as CDO, CLO and ABS, other than RMBS and CMBS.
 - (2) This input is mainly used for determining the fair values of Japanese corporate bonds and foreign corporate bonds.
 - (3) Internal valuation model includes discounted cash flow models and the Black-Scholes option pricing model.
 - (4) Averages are calculated by weighting each input by the relative fair value of the respective financial instruments except for derivative related inputs where medians are used.
 - (5) The range of inputs for equity securities is not disclosed, as there is a dispersion of values given the number of positions.
- IR = Interest rate
FX = Foreign exchange

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Uncertainty of fair value measurements relating to unobservable inputs and interrelationships among unobservable inputs

The following is a description of the uncertainty of the fair value measurements from the use of significant unobservable inputs and a description of interrelationships of the significant unobservable inputs used to measure the fair values of Level 3 assets and liabilities.

(1) Prepayment rate

The prepayment rate is the estimated rate at which voluntary unscheduled repayments of the principal of the underlying assets are expected to occur. The movement of the prepayment rate is generally negatively correlated with borrower delinquency. A change in prepayment rate would impact the valuation of the fair values of financial instruments either positively or negatively, depending on the structure of financial instruments.

(2) Default rate

The default rate is an estimate of the likelihood of not collecting contractual payments. An increase in the default rate would generally be accompanied by a decrease in the recovery rate and an increase in the discount margin. It would also generally impact the valuation of the fair values of financial instruments negatively.

(3) Recovery rate

The recovery rate is an estimate of the percentage of contractual payments that would be collected in the event of a default. An increase in recovery rate would generally be accompanied by a decrease in the default rate. It would also generally impact the valuation of the fair values of financial instruments positively.

(4) Discount margin

The discount margin is the portion of the interest rate over a benchmark market interest rate such as Tokyo Interbank Offered Rate (“TIBOR”) or swap rates. It primarily consists of a risk premium component which is the amount of compensation that market participants require due to the uncertainty inherent in the financial instruments’ cash flows resulting from credit risk. An increase in discount margin would generally impact the valuation of the fair values of financial instruments negatively.

(5) Correlation

Correlation is the likelihood of the movement of one input relative to another based on an established relationship. The change in correlation would impact the valuation of derivatives either positively or negatively, depending on the nature of the underlying assets.

(6) Volatility

Volatility is a measure of the expected change in variables over a fixed period of time. Some financial instruments benefit from an increase in volatility and others benefit from a decrease in volatility. Generally, for a long position in an option, an increase in volatility would result in an increase in the fair values of financial instruments.

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Items measured at fair value on a nonrecurring basis

Certain assets and liabilities are measured at fair value on a nonrecurring basis. These assets and liabilities primarily include items that are measured at the lower of cost or fair value, and items that were initially measured at cost and have been written down to fair value as a result of impairment. The following table shows the fair value hierarchy for these items as of March 31, 2023 and 2024:

<u>2023</u>	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Aggregate cost</u>
			(in billions of yen)		
Assets:					
Loans	97	—	—	97	165
Loans held-for-sale	216	—	16	200	282
Equity securities (without readily determinable fair values)	4	—	4	—	5
Other investments	94	93	—	1	122
Premises and equipment—net	<u>1</u>	<u>—</u>	<u>—</u>	<u>1</u>	<u>2</u>
Total assets measured at fair value on a nonrecurring basis	<u>412</u>	<u>93</u>	<u>20</u>	<u>299</u>	<u>576</u>
<u>2024</u>	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Aggregate cost</u>
			(in billions of yen)		
Assets:					
Loans	101	—	—	101	187
Loans held-for-sale	95	—	2	94	150
Equity securities (without readily determinable fair values)	34	—	2	31	39
Other investments	153	—	—	153	199
Premises and equipment—net	—	—	—	—	6
Intangible assets	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>1</u>
Total assets measured at fair value on a nonrecurring basis	<u>383</u>	<u>—</u>	<u>4</u>	<u>379</u>	<u>581</u>

Note: The fair values may not be current as of the dates indicated, but rather as of the date the fair value change occurred. Accordingly, the carrying values may not equal current fair value.

Loans in the table above are classified as nonaccrual and are measured based upon the observable market price of the loan, which are classified as Level 2, or the fair value of the underlying collateral, which are classified as Level 3.

Loans held-for-sale in the table above are accounted for at the lower of cost or fair value at the end of the period. The items for which fair values are determined by using actual or contractually determined selling price data are classified as Level 2. Due to the lack of current observable market information, the determination of the fair values for items other than the aforementioned requires significant adjustment based upon management judgment and estimation, which results in such items being classified in Level 3 of the hierarchy. Loans held-for-sale classified as Level 3 were measured at fair value based on market comparables. The significant unobservable inputs were price, whose ranges were from ¥0.0 to ¥99.6 and from ¥49.0 to ¥81.8 at March 31, 2023 and 2024, respectively. The weighted averages were ¥77.6 and ¥63.1 at March 31, 2023 and 2024, respectively.

Equity securities (without readily determinable fair values) in the table above consist of non-marketable equity securities which are measured at fair value on a nonrecurring basis, using the measurement alternative for non-marketable equity securities. These equity securities are on a nonrecurring basis either (1) written down to fair value as a result of impairment or (2) adjusted upward or downward to fair value as a result of transactions observed for the identical or similar securities of the same issuer. The fair values of the impaired non-marketable

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equity securities are determined primarily by using a liquidation value technique. As significant management judgment or estimation is required in the determination of the fair values of non-marketable equity securities, they are classified as Level 3. The fair values of non-marketable equity securities adjusted based on observed transaction prices are mainly classified as Level 2.

Other investments in the table above include certain equity method investments which have been impaired and written down to fair value. The fair values of the impaired marketable equity method investments are determined by their quoted market prices. As the securities are traded on an active exchange market, they are classified as Level 1. The fair values of the impaired non-marketable equity method investments are determined primarily by using a liquidation value technique. As significant management judgment or estimation is required in the determination of the fair values of non-marketable equity method investments, they are classified as Level 3.

Premises and equipment—net and Intangible assets in the table above have been impaired and written down to fair value. There were no intangible assets measured at fair value on a nonrecurring basis as of March 31, 2023.

Fair value option

The MHFG Group elected the fair value option for certain eligible financial instruments described below.

Foreign currency denominated debt securities

The MHFG Group elected the fair value option for foreign currency denominated debt securities to mitigate the volatility in earnings due to the difference in the recognition of foreign exchange risk between foreign currency denominated debt securities and financial liabilities. Following the election of the fair value option, these debt securities are reported as trading securities in Trading account assets.

Certain hybrid financial instruments

The MHFG Group issues structured notes as part of its client-driven activities. Structured notes are debt instruments that contain embedded derivatives. The Group elected the fair value option for certain structured notes to mitigate accounting mismatches and to achieve operational simplifications. Fair value option has only been elected for part of the portfolio as the Group would not achieve operational simplifications. In addition, the Group measures certain notes that contain embedded derivatives at fair value under the practicability exception. These notes continue to be reported in Other short-term borrowings and Long-term debt. The interest on these notes continues to be reported in Interest expense on other short-term borrowings and long-term debt based on the contractual rates. Only an immaterial amount included in Other short-term borrowings and Long-term debt in the statement of financial position is not eligible for fair value option. The differences between the aggregate fair value of these notes and the aggregate unpaid principal balance of such instruments were ¥161 billion and ¥62 billion at March 31, 2023 and 2024, respectively. The net unrealized gains (losses) resulting from changes in fair values of these notes recorded in Other noninterest income (expenses) were of ¥38 billion, ¥54 billion and ¥(48) billion for the fiscal years ended March 31, 2022, 2023 and 2024, respectively. Changes in fair value resulting from changes in instrument-specific credit risk were estimated by incorporating the Company's current credit spreads observable in the bond market.

Fair value of financial instruments

ASC 825, "Financial Instruments" ("ASC 825"), requires the disclosure of the estimated fair value of financial instruments. The fair value of financial instruments is the amount that would be exchanged between willing

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parties, other than in a forced sale or liquidation. Quoted market prices, if available, are best utilized as estimates of the fair values of financial instruments. However, since no quoted market prices are available for certain financial instruments, fair values for such financial instruments have been estimated based on management's assumptions, discounted cash flow models or other valuation techniques. Such estimation methods are described in more detail below. These estimates could be significantly affected by different sets of assumptions. There are certain limitations to management's best judgment in estimating fair values of financial instruments and inherent subjectivity involved in estimation methodologies and assumptions used to estimate fair value. Accordingly, the net realizable or liquidation values could be materially different from the estimates presented below.

The following is a description of the valuation methodologies used for estimating the fair value of financial assets and liabilities not carried at fair value on the MHFG Group's consolidated balance sheets.

Cash and due from banks, interest-bearing deposits in other banks, call loans and funds sold, and receivables under resale agreements and securities borrowing transactions

The carrying value of short-term financial assets, such as cash and due from banks, interest-bearing deposits in other banks, call loans and funds sold, and receivables under resale agreements and securities borrowing transactions approximates the fair value of these assets since they generally involve limited losses from credit risk or have short-term maturities with interest rates that approximate market rates.

Investments

The fair value of held-to-maturity securities is determined primarily by using the same procedures and techniques described for trading securities and available-for-sale securities aforementioned in this Note. The fair value of non-marketable equity securities is not readily determinable, nor practicable to estimate, due to the lack of available information. Their carrying amounts of ¥208 billion and ¥358 billion at March 31, 2023 and 2024, respectively, were not included in the disclosure.

Loans

Loans have been fair valued based on the type of loan, credit quality, prepayment assumptions and remaining maturity. The fair value of loans is determined based on discounted cash flows using interest rates approximating the MHFG Group's current rates for similar loans. The fair value of collateral dependent nonaccrual loans is determined based on the fair value of the underlying collateral.

Other financial assets

The carrying value of other financial assets, which primarily consist of accounts receivable from brokers, dealers, and customers for securities transactions, accrued income and collateral provided for derivative transactions, approximates the fair value of these assets since they generally involve limited losses from credit risk or have short-term maturities with interest rates that approximate market rates. The majority of other financial assets is classified as Level 2, and included in the table in Note 12 "Other assets and liabilities."

Noninterest-bearing deposits, call money and funds purchased, and payables under repurchase agreements and securities lending transactions

The carrying value of short-term financial liabilities, such as noninterest-bearing deposits, call money and funds purchased, and payables under repurchase agreements and securities lending transactions approximates the fair value of these liabilities since they generally have short-term maturities with interest rates that approximate market rates.

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Interest-bearing deposits

The carrying value of demand deposits approximates the fair value since it represents the amount payable on demand at the balance sheet date. The fair value of time deposits and certificates of deposit is primarily estimated based on discounted cash flow analysis using current interest rates for instruments with similar maturities. The carrying value of short-term certificates of deposit approximates the fair value.

Due to trust accounts

The carrying value of due to trust accounts approximates the fair value since they generally have short-term maturities with interest rates that approximate market rates.

Other short-term borrowings

The carrying value of the majority of other short-term borrowings approximates the fair value since they generally have short-term maturities with interest rates that approximate market rates. The fair value of certain borrowings is estimated based on discounted cash flow analysis using interest rates approximating the MHFG Group's incremental borrowing rates for instruments with similar maturities.

Long-term debt

Long-term debt is fair valued using quoted market prices, if available. Otherwise, the fair value of long-term debt is estimated based on discounted cash flow analysis using interest rates approximating the MHFG Group's incremental borrowing rates for instruments with similar maturities.

Other financial liabilities

The carrying value of other financial liabilities, which primarily consist of accounts payable to brokers, dealers, and customers for securities transactions, accrued expenses and collateral accepted for derivative transactions, approximates the fair value since they generally have short-term maturities with interest rates that approximate market rates. The majority of other financial liabilities is classified as Level 2, and included in the table in Note 12 "Other assets and liabilities."

The fair value of certain off-balance-sheet financial instruments, such as commitments to extend credit and commercial letters of credit, was not considered material to the consolidated balance sheets at March 31, 2023 and 2024.

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The following table shows the carrying amounts and fair values at March 31, 2023 and 2024, of certain financial instruments, excluding financial instruments which are carried at fair value on a recurring basis and those outside the scope of ASC 825 such as equity method investments as defined in ASC 323, “Investments-Equity Method and Joint Ventures” (“ASC 323”) and lease contracts as defined in ASC 842, “Leases” (“ASC 842”):

	2023				
	Carrying amount	Estimated fair value			
		Total	Level 1	Level 2	Level 3
	(in billions of yen)				
Financial assets:					
Cash and due from banks, interest-bearing deposits in other banks, call loans and funds sold, and receivables under resale agreements and securities borrowing transactions	83,226	83,226	66,498	16,728	—
Investments	2,050	1,915	800	1,115	—
Loans, net of allowance ^(Note)	93,291	94,605	—	—	94,605
Financial liabilities:					
Noninterest-bearing deposits, call money and funds purchased, and payables under repurchase agreements and securities lending transactions	64,618	64,618	—	64,618	—
Interest-bearing deposits	128,756	128,718	—	128,718	—
Due to trust accounts	749	749	—	749	—
Other short-term borrowings	3,397	3,397	—	3,397	—
Long-term debt	12,246	11,719	—	10,315	1,404
	2024				
	Carrying amount	Estimated fair value			
		Total	Level 1	Level 2	Level 3
	(in billions of yen)				
Financial assets:					
Cash and due from banks, interest-bearing deposits in other banks, call loans and funds sold, and receivables under resale agreements and securities borrowing transactions	98,392	98,392	72,026	26,366	—
Investments	4,048	3,863	512	3,351	—
Loans, net of allowance ^(Note)	97,519	98,868	—	—	98,868
Financial liabilities:					
Noninterest-bearing deposits, call money and funds purchased, and payables under repurchase agreements and securities lending transactions	78,030	78,030	—	78,030	—
Interest-bearing deposits	135,447	135,397	—	135,397	—
Due to trust accounts	246	246	—	246	—
Other short-term borrowings	3,492	3,492	—	3,492	—
Long-term debt	13,380	13,031	—	11,681	1,350

Note: Loans, net of allowance include items measured at fair value on a nonrecurring basis.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

27. Offsetting of financial assets and financial liabilities

Derivatives

The MHFG Group enters into master netting arrangements such as International Swaps and Derivatives Association, Inc. (“ISDA”) or similar agreements with counterparties to manage mainly credit risks associated with counterparty default. If the predetermined events including counterparty default occur, these enforceable master netting arrangements or similar agreements give the Group the right to offset derivative receivables and derivative payables and related financial collateral such as cash and securities with the same counterparty.

Repurchase and resale agreements and securities lending and borrowing transactions

Repurchase and resale agreements and securities lending and borrowing transactions are generally covered by industry standard master repurchase agreements and industry standard master securities lending agreements with netting terms to manage mainly credit risks associated with counterparty default. In the event of default by the counterparty, these agreements with netting terms provide the Group with the right to offset receivables and payables related to such transactions with the same counterparty, and to liquidate the collateral held.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table provides information about the offsetting of financial assets and financial liabilities at March 31, 2023 and 2024. The table includes derivatives, repurchase and resale agreements, and securities lending and borrowing transactions that are subject to enforceable master netting arrangements or similar agreements irrespective of whether or not they are offset on the Group's consolidated balance sheets.

	Gross amounts recognized	Gross amounts offset on the balance sheet	Net amounts presented on the balance sheet ⁽²⁾	Amounts not offset on the balance sheet ⁽³⁾		Net amounts
				Financial instruments ⁽⁴⁾	Cash collateral	
(in billions of yen)						
2023						
Assets ⁽¹⁾ :						
Derivatives	12,932	—	12,932 ⁽⁵⁾	(10,476)	(821)	1,635
Receivables under resale agreements	11,695	—	11,695 ⁽⁶⁾	(10,565)	—	1,130
Receivables under securities borrowing transactions	1,892	—	1,892 ⁽⁷⁾	(1,866)	—	26
Total	<u>26,519</u>	<u>—</u>	<u>26,519</u>	<u>(22,907)</u>	<u>(821)</u>	<u>2,791</u>
Liabilities ⁽¹⁾ :						
Derivatives	12,896	—	12,896 ⁽⁵⁾	(10,141)	(843)	1,912
Payables under repurchase agreements	25,737	—	25,737 ⁽⁶⁾	(25,113)	—	624
Payables under securities lending transactions	886	—	886 ⁽⁷⁾	(755)	—	131
Total	<u>39,519</u>	<u>—</u>	<u>39,519</u>	<u>(36,009)</u>	<u>(843)</u>	<u>2,667</u>
2024						
Assets ⁽¹⁾ :						
Derivatives	14,874	—	14,874 ⁽⁵⁾	(11,525)	(1,065)	2,284
Receivables under resale agreements	20,535	—	20,535 ⁽⁶⁾	(19,431)	—	1,103
Receivables under securities borrowing transactions	2,352	—	2,352 ⁽⁷⁾	(2,261)	—	91
Total	<u>37,761</u>	<u>—</u>	<u>37,761</u>	<u>(33,217)</u>	<u>(1,065)</u>	<u>3,478</u>
Liabilities ⁽¹⁾ :						
Derivatives	14,918	—	14,918 ⁽⁵⁾	(10,941)	(1,137)	2,840
Payables under repurchase agreements	38,105	—	38,105 ⁽⁶⁾	(36,842)	—	1,262
Payables under securities lending transactions	1,350	—	1,350 ⁽⁷⁾	(1,298)	—	52
Other liabilities ⁽⁸⁾	71	—	71	(60)	—	11
Total	<u>54,444</u>	<u>—</u>	<u>54,444</u>	<u>(49,142)</u>	<u>(1,137)</u>	<u>4,166</u>

Notes:

- (1) Amounts relating to master netting arrangements or similar agreements where the MHFG Group does not have the legal right of set-off or where uncertainty exists as to the enforceability of these agreements are excluded. For derivatives, the table includes amounts relating to over-the-counter (“OTC”) and OTC-cleared derivatives that are subject to enforceable master netting arrangements or similar agreements.
- (2) Derivative assets and liabilities are recorded in Trading account assets and Trading account liabilities, respectively.
- (3) Amounts do not exceed the net amounts presented on the balance sheet and do not include the effect of overcollateralization, where it exists.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

- (4) For derivatives, amounts include derivative assets or liabilities and securities collateral that are eligible for offsetting under enforceable master netting arrangements or similar agreements.
- (5) The amounts of derivative assets and liabilities subject to enforceable master netting arrangements or similar agreements were ¥12,574 billion and ¥12,432 billion, respectively, at March 31, 2023, and ¥13,930 billion and ¥13,933 billion, respectively, at March 31, 2024.
- (6) The amounts of Receivables under resale agreements and Payables under repurchase agreements subject to enforceable industry standard master repurchase agreements with netting terms were ¥10,587 billion and ¥25,147 billion, respectively, at March 31, 2023, and ¥19,470 billion and ¥37,042 billion, respectively, at March 31, 2024.
- (7) The amounts of Receivables under securities borrowing transactions and Payables under securities lending transactions subject to enforceable industry standard master lending agreements with netting terms were ¥1,892 billion and ¥758 billion, respectively, at March 31, 2023, and ¥2,352 billion and ¥1,303 billion, respectively, at March 31, 2024.
- (8) Amounts relate to transactions where the Group acts as lender in a securities lending agreement and receives securities that can be sold or pledged as collateral. In these transactions, the Group recognizes the securities received at fair value within Other assets and the obligation to return those securities as a liability within Other liabilities.

28. Repurchase agreements and securities lending transactions accounted for as secured borrowings

The following table shows the gross amounts of liabilities associated with repurchase agreements and securities lending transactions, by remaining contractual maturity at March 31, 2023 and 2024:

	<u>Overnight and continuous</u>	<u>Up to 30 days</u>	<u>31-90 days</u>	<u>Greater than 90 days</u>	<u>Total</u>
	(in billions of yen)				
2023					
Repurchase agreements	2,285	16,508	5,471	1,473	25,737
Securities lending transactions	685	73	—	128	886
Total	<u>2,970</u>	<u>16,581</u>	<u>5,471</u>	<u>1,601</u>	<u>26,623</u>
2024					
Repurchase agreements	18,661	11,040	5,415	2,989	38,105
Securities lending transactions	1,288	19	—	44	1,350
Total	<u>19,949</u>	<u>11,058</u>	<u>5,415</u>	<u>3,033</u>	<u>39,455</u>

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table shows the gross amounts of liabilities associated with repurchase agreements and securities lending transactions, by class of underlying collateral at March 31, 2023 and 2024:

	<u>Repurchase agreements</u>	<u>Securities lending transactions</u>
	(in billions of yen)	
2023		
Japanese government bonds and Japanese local government bonds	6,114	102
Foreign government bonds and foreign agency mortgage-backed securities	17,475	73
Commercial paper and corporate bonds	430	—
Equity securities	1,491	711
Other	<u>227</u>	<u>—</u>
Total	<u>25,737</u>	<u>886</u>
2024		
Japanese government bonds and Japanese local government bonds	6,167	102
Foreign government bonds and foreign agency mortgage-backed securities	28,757	19
Commercial paper and corporate bonds	913	—
Equity securities	1,609	1,229
Other	<u>658</u>	<u>—</u>
Total ^(Note)	<u>38,105</u>	<u>1,350</u>

Note: The above table does not include securities-for-securities lending transactions of ¥71 billion at March 31, 2024, where the MHFG Group acts as lender and receives securities that can be sold or pledged as collateral. In these transactions, the Group recognizes the securities received at fair value within Other assets and the obligation to return those securities as a liability within Other liabilities.

The MHFG Group is required to post securities as collateral with a fair value equal to or in excess of the principal amount of the cash borrowed under repurchase agreements. For securities lending transactions, the Group receives collateral in the form of cash. These contracts involve risks, including (1) the counterparty may fail to return the securities at maturity and (2) the fair value of the securities posted may decline below the amount of the Group's obligation and therefore the counterparty may require additional amounts. The Group attempts to mitigate these risks by entering into transactions mainly with central counterparty clearing houses which revalue assets and perform margin maintenance activities on a regular basis, diversifying the maturities and counterparties, and using mainly highly liquid securities.

29. Related party transactions

The banking subsidiaries of MHFG make loans to the MHFG Group's directors, executive officers, and other related parties. At March 31, 2023 and 2024, the aggregate loans to the Group's equity method investees amounted to ¥732 billion and ¥914 billion, respectively, and outstanding loans to MHFG Group's directors, executive officers, and other related parties were not considered significant. There were no loans to related parties that were considered nonaccrual. During the fiscal years ended March 31, 2023 and 2024, certain subsidiaries of MHFG partially withdrew assets from employee retirement benefit trusts, which were established for the payment of employees' severance pay and retirement pensions. See Note 20 "Pension and other employee benefit plans" for further details. In addition, the other transactions with the related parties excluding loan transactions and partial withdrawal of assets from employee retirement benefit trusts, are considered immaterial.

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
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Summarized Financial Information of the MHFG Group’s Equity Method Investees

Summarized financial information of the MHFG Group’s equity method investees as of March 31, 2023 and 2024, and for each of the three years ended March 31, 2024, is as follows:

	<u>2023</u>	<u>2024</u>	
	(in billions of yen)		
Loans	6,037	6,924	
Total assets	29,367	28,447	
Deposits	6,216	2,684	
Total liabilities	26,506	24,829	
Total equity	2,861	3,618	
Noncontrolling interests	16	29	
	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(in billions of yen)		
Total interest and dividend income	625	750	958
Total interest expense	182	239	384
Provision (credit) for credit losses	104	96	83
Net interest income after provision (credit) for credit losses	339	415	490
Income before income tax expense	332	261	394
Net income	246	194	298

30. Business segment information

The MHFG Group consists of the following five in-house companies which are categorized based on a customer segment: the Retail & Business Banking Company (“RBC”); the Corporate & Investment Banking Company (“CIBC”); the Global Corporate & Investment Banking Company (“GCIBC”); the Global Markets Company (“GMC”); and the Asset Management Company (“AMC”). These customer segments are regarded as operating segments and constitute reportable segments.

The services that each in-house company provides are as follows.

RBC

This company provides financial services for individual customers, small and medium-sized enterprises and middle market firms in Japan.

CIBC

This company provides financial services for large corporations, financial institutions and public corporations in Japan.

GCIBC

This company provides financial services for Japanese overseas affiliated corporate customers and non-Japanese corporate customers.

GMC

This company invests in financial products with market risk, such as interest rate risk, equity risk, and credit risk.

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AMC

This company develops financial products and provides financial services that match the asset management needs of its wide range of customers from individuals to institutional investors.

The reportable segment information, set forth below, is derived from the internal management reporting systems used by management to measure the performance of the Group’s operating segments. Management measures the performance of each of the operating segments in accordance with internal managerial accounting rules and practices. In addition, the format and information are presented primarily on the basis of Japanese GAAP. Therefore, they are not consistent with the consolidated financial statements prepared in accordance with U.S. GAAP. A reconciliation is provided for the total amount of all business segments’ “Net business profits (losses) + Net gains (losses) related to ETFs and others” with income before income tax expense under U.S. GAAP, and the total amount of all business segments’ “Fixed assets” with the total amount of Premises and equipment-net, Goodwill, Intangible assets, and right-of-use assets related to operating leases included in Other assets reported under U.S. GAAP. “Fixed assets” pertaining to MHBK, MHTB, and MHSC have been allocated to each segment.

As background, effective as of April 1, 2023, MHFG partially restructured its in-house company system. CIBC was newly established through the integration of a former in-house company named the Corporate & Institutional Company and the investment banking functions of a former unit named the Global Products Unit. With the new establishment of CIBC above, a former in-house company named the Global Corporate Company changed its name to GCIBC. Following such partial restructuring of its in-house company system and the associated changes in allocation method for transactions between each segment and “Others” (as such term is used in the tables, including the notes thereto) made in April 2023, the figures for the fiscal years ended March 31, 2022 and 2023 have been reclassified as shown in the following subsection to reflect such partial restructuring and associated changes.

<u>2022⁽¹⁾</u>	<u>MHFG (Consolidated)</u>						<u>Total</u>
	<u>RBC</u>	<u>CIBC</u>	<u>GCIBC</u>	<u>GMC</u>	<u>AMC</u>	<u>Others⁽⁶⁾</u>	
	(in billions of yen)						
Gross profits + Net gains (losses) related to ETFs and others ⁽²⁾	717.5	499.8	553.0	383.8	59.4	40.5	2,254.3
General and administrative expenses ⁽³⁾	617.8	205.9	286.4	230.7	33.4	40.5	1,414.9
Equity in earnings (losses) of equity method investees—net	5.8	3.7	14.3	—	1.5	—	25.4
Amortization of goodwill and others	2.1	—	0.3	0.8	7.2	0.9	11.6
Net business profits (losses) ⁽⁴⁾ + Net gains (losses) related to ETFs and others	<u>103.4</u>	<u>297.4</u>	<u>280.5</u>	<u>152.3</u>	<u>20.3</u>	<u>(1.0)</u>	<u>853.1</u>
Fixed assets ⁽⁵⁾	<u>486.9</u>	<u>161.7</u>	<u>165.8</u>	<u>87.9</u>	<u>—</u>	<u>794.7</u>	<u>1,697.2</u>

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<u>2023⁽¹⁾</u>	MHFG (Consolidated)						<u>Total</u>
	RBC	CIBC	GCIBC	GMC	AMC	Others ⁽⁶⁾	
	(in billions of yen)						
Gross profits + Net gains (losses) related to ETFs and others ⁽²⁾	706.5	508.7	627.1	314.2	54.7	68.7	2,280.2
General and administrative expenses ⁽³⁾	605.7	202.0	309.2	253.4	35.0	67.9	1,473.5
Equity in earnings (losses) of equity method investees—net	(18.3)	6.3	20.3	—	—	3.5	11.8
Amortization of goodwill and others	2.0	—	0.7	0.7	6.8	0.9	11.4
Net business profits (losses) ⁽⁴⁾ + Net gains (losses) related to ETFs and others	80.3	312.9	337.5	59.9	12.8	3.5	807.1
Fixed assets ⁽⁵⁾	483.3	152.8	177.7	87.3	—	777.3	1,678.5

<u>2024⁽¹⁾</u>	MHFG (Consolidated)						<u>Total</u>
	RBC	CIBC	GCIBC	GMC	AMC	Others ⁽⁶⁾	
	(in billions of yen)						
Gross profits + Net gains (losses) related to ETFs and others ⁽²⁾	749.2	556.3	670.2	432.4	57.2	206.8	2,672.2
General and administrative expenses ⁽³⁾	651.1	217.7	352.4	307.4	36.1	117.0	1,681.9
Equity in earnings (losses) of equity method investees—net	6.9	7.6	22.0	—	(11.8)	1.4	26.2
Amortization of goodwill and others	—	—	2.3	—	6.4	1.8	10.7
Net business profits (losses) ⁽⁴⁾ + Net gains (losses) related to ETFs and others	105.0	346.1	337.4	125.0	2.7	89.4	1,005.8
Fixed assets ⁽⁵⁾	533.8	157.1	197.9	90.3	—	885.4	1,864.6

Notes:

- (1) Income and expenses of foreign branches of MHBK and foreign subsidiaries with functional currencies other than Japanese Yen have been translated for purposes of segment reporting using the budgeted foreign currency rates. Prior period comparative amounts for such foreign currency income and expenses have been translated using current period budgeted foreign currency rates.
- (2) “Gross profits + Net gains (losses) related to ETFs and others” is reported instead of sales reported by general corporations. Gross profits is defined as the sum of net interest income, fiduciary income, net fee and commission income, net trading income and net other operating income. Net gains (losses) related to ETFs and others consist of net gains (losses) on ETFs held by MHBK and MHTB on their non-consolidated basis and net gains (losses) on operating investment securities of MHSC on its consolidated basis. For the fiscal years ended March 31, 2022, 2023 and 2024, net gains (losses) related to ETFs and others amounted to ¥1.9 billion, ¥1.8 billion and ¥(31.0) billion, respectively, of which ¥2.2 billion, ¥(0.2) billion and ¥(37.0) billion are included in “Global Markets Company,” respectively.
- (3) “General and administrative expenses” excludes non-allocated gains (losses), net.
- (4) Net business profits (losses) is used in Japan as a measure of the profitability of core banking operations, and is defined as gross profits (as defined above) less general and administrative expenses (excluding non-allocated gains (losses), net) plus equity in earnings (losses) of equity method investees—net less amortization of goodwill and others. Measurement of net business profits (losses) is required for regulatory reporting to the Financial Services Agency of Japan.

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- (5) “Fixed assets” is presented based on Japanese GAAP and corresponds to the total amount of the following U.S. GAAP accounts: Premises and equipment-net; Goodwill; Intangible assets; and right-of-use assets related to operating leases included in Other assets. The above table does not include other asset amounts because “Fixed assets” is the only balance sheet metric that management uses when evaluating and making decisions pertaining to the operating segments. “Others” in “Fixed assets” includes assets of headquarters that have not been allocated to each segment, “Fixed assets” pertaining to consolidated subsidiaries that are not subject to allocation, consolidating adjustments, and others. Certain “Fixed assets” expenses have been allocated to each segment using reasonable allocation criteria.
- (6) “Others” includes the following items:
- profits and expenses pertaining to consolidated subsidiaries that are not subject to allocation;
 - consolidating adjustments, including elimination of internal transaction between each segment;
 - equity in earnings (losses) of equity method investees—net that are not subject to allocation; and
 - profits and losses pertaining to derivative transactions that reflect the counterparty risk of the individual parties and other factors in determining fair market value.

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Reconciliation

As explained above, the measurement bases of the internal management reporting systems and the income and expenses items included are different from the accompanying consolidated statements of income. Therefore, it is impracticable to present reconciliations of all the business segment's information, other than net business profits (losses), to the corresponding items in the accompanying consolidated statements of income. A reconciliation of "Net business profits (losses) + Net gains (losses) related to ETFs and others" for the fiscal years ended March 31, 2022, 2023 and 2024 presented above to income (loss) before income tax expense (benefit) shown on the consolidated statements of income and a reconciliation of "Fixed assets" at March 31, 2023 and 2024 to the total amount of Premises and equipment-net, Goodwill, Intangible assets, and right-of-use assets related to operating leases included in Other assets are as follows:

	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(in billions of yen)		
Net business profits (losses) + Net gains (losses) related to ETFs and others	853.1	807.1	1,005.8
Adjustment to reconcile management reporting to Japanese GAAP:			
General and administrative expenses: non-allocated gains (losses), net	33.7	39.7	28.6
Expenses related to portfolio problems (including reversal of (provision for) general reserve for losses on loans)	(255.9)	(96.7)	(114.0)
Gains on reversal of reserves for possible losses on loans, and others	20.8	7.4	7.6
Net gains (losses) related to stocks—Net gains (losses) related to ETFs and others	(45.8)	84.6	54.7
Net extraordinary gains (losses)	44.0	(10.6)	40.9
Others	(46.1)	(52.5)	(68.8)
Income before income tax expense under Japanese GAAP	603.9	779.0	955.0
Adjustment to reconcile Japanese GAAP to U.S. GAAP:			
Derivative financial instruments and hedging activities	(124.0)	(373.2)	50.5
Investments	(600.1)	(210.5)	571.7
Loans	(18.3)	(30.3)	(8.8)
Allowances for credit losses	51.5	(9.8)	25.3
Premises and equipment	(68.5)	(29.3)	(55.1)
Land revaluation	6.4	5.6	4.9
Business combinations	6.9	8.9	10.8
Pension liabilities	(94.4)	(71.6)	(60.4)
Consolidation of variable interest entities	42.3	0.8	211.2
Foreign currency translation	(51.0)	(5.2)	(83.2)
Others	2.8	4.8	0.9
Income (loss) before income tax expense (benefit) under U.S. GAAP	<u>(242.5)</u>	<u>69.2</u>	<u>1,623.1</u>

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	2022	2023	2024
	(in billions of yen)		
Fixed assets	1,697.2	1,678.5	1,864.6
U.S. GAAP adjustments ^(Note)	717.6	662.6	582.2
Premises and equipment-net, Goodwill, Intangible assets, and right-of-use assets related to operating leases included in Other assets	2,414.9	2,341.2	2,446.9

Note: The U.S. GAAP adjustments are primarily comprised of GAAP differences mainly from right-of-use assets related to operating leases not recognized under Japanese GAAP; internally developed software, which was impaired under Japanese GAAP; land, which was revalued under Japanese GAAP; and the consolidation of certain variable interest entities, which are not consolidated under Japanese GAAP.

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31. Foreign activities

The following table presents consolidated income statement and total assets information by major geographic area. Foreign activities are defined as business transactions that involve customers residing outside of Japan. However, as the MHFG Group's operations are highly integrated globally, estimates and assumptions have been made for an allocation among the geographic areas.

	<u>Americas</u>				<u>Asia/Oceania excluding Japan, and others</u>	<u>Total</u>
	<u>Japan</u>	<u>United States of America</u>	<u>Others</u>	<u>Europe</u>		
	(in billions of yen)					
Fiscal year ended March 31, 2022:						
Total revenue ⁽¹⁾	991.1	562.9	41.7	184.8	333.2	2,113.7
Total expenses ⁽²⁾	1,713.8	265.0	19.0	189.2	169.2	2,356.2
Income (loss) before income tax expense (benefit)	(722.7)	297.9	22.7	(4.4)	164.0	(242.5)
Net income (loss)	(509.0)	275.2	18.3	(16.3)	130.3	(101.5)
Total assets at end of fiscal year	155,111.2	36,765.7	3,667.9	15,795.9	20,210.0	231,550.7
Fiscal year ended March 31, 2023:						
Total revenue ⁽¹⁾	1,104.7	1,841.5	93.1	445.9	791.7	4,276.9
Total expenses ⁽²⁾	1,784.1	1,455.4	84.7	413.0	470.5	4,207.7
Income (loss) before income tax expense (benefit)	(679.4)	386.1	8.4	32.9	321.2	69.2
Net income (loss)	(554.7)	297.2	1.8	19.9	269.8	34.0
Total assets at end of fiscal year	161,348.7	45,516.4	3,579.6	16,634.7	21,701.3	248,780.7
Fiscal year ended March 31, 2024:						
Total revenue ⁽¹⁾	2,827.1	3,584.4	198.5	803.7	1,097.1	8,510.7
Total expenses ⁽²⁾	2,171.8	2,978.7	191.6	817.1	728.4	6,887.6
Income (loss) before income tax expense	655.3	605.6	6.8	(13.3)	368.6	1,623.1
Net income (loss)	449.0	491.1	(1.6)	(50.0)	309.5	1,198.0
Total assets at end of fiscal year	170,063.8	57,036.0	4,483.0	19,142.1	21,448.2	272,173.2

Notes:

- (1) Total revenue is comprised of Interest and dividend income and Noninterest income.
- (2) Total expenses are comprised of Interest expense, Provision (credit) for credit losses and Noninterest expenses.

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32. Mizuho Financial Group, Inc., parent company

The following tables present the parent company only financial information of MHFG:

Condensed balance sheets

	<u>2023</u>	<u>2024</u>
	(in millions of yen)	
Assets:		
Cash and due from banking subsidiaries	47,425	23,394
Interest-bearing deposits in banking subsidiaries	450	431
Investments in subsidiaries and affiliated companies:		
Banking subsidiaries	7,996,767	8,542,884
Non-banking subsidiaries and affiliated companies	1,075,322	1,305,643
Long-term loans receivable from subsidiaries:		
A banking subsidiary	8,768,725	9,567,224
A non-banking subsidiary	444,000	444,000
Other assets	545,744	629,277
Total	<u>18,878,433</u>	<u>20,512,853</u>
Liabilities and shareholders' equity:		
Short-term borrowings from a banking subsidiary	810,000	631,000
Long-term debt	8,741,729	9,546,009
Other liabilities	411,213	406,773
Shareholders' equity	8,915,491	9,929,071
Total	<u>18,878,433</u>	<u>20,512,853</u>

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Condensed statements of income

	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(in millions of yen)		
Income:			
Dividends from subsidiaries and affiliated companies:			
Banking subsidiaries	197,717	209,257	547,487
Non-banking subsidiaries and affiliated companies	82,105	62,698	11,826
Management fees from subsidiaries	40,462	43,900	51,770
Interest income on loans and discounts	133,215	177,137	232,272
Gains on sales of investments in subsidiaries	53,005	—	—
Other income	11,319	37,319	4,444
Total	<u>517,823</u>	<u>530,311</u>	<u>847,800</u>
Expenses:			
Operating expenses	43,192	52,887	60,037
Interest expense	130,453	175,723	230,780
Losses on sales of investments in a subsidiary	26,606	—	—
Other expense	5,946	2,768	11,286
Total	<u>206,197</u>	<u>231,378</u>	<u>302,103</u>
Equity in undistributed net income (loss) of subsidiaries and affiliated companies—net	<u>(505,891)</u>	<u>(307,879)</u>	<u>365,266</u>
Income (loss) before income tax expense (benefit)	(194,265)	(8,946)	910,964
Income tax expense (benefit)	(89,543)	5,063	(1,509)
Net income (loss)	<u>(104,722)</u>	<u>(14,009)</u>	<u>912,473</u>

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Condensed statements of cash flows

	<u>2022</u>	<u>2023</u>	<u>2024</u>
	(in millions of yen)		
Cash flows from operating activities:			
Net income (loss)	(104,722)	(14,009)	912,473
Adjustments and other	351,484	394,191	(421,191)
Net cash provided by operating activities	<u>246,762</u>	<u>380,182</u>	<u>491,282</u>
Cash flows from investing activities:			
Net change in loans	(72,313)	(511,934)	(130,719)
Purchases of investments in subsidiaries	—	(179,210)	(91,200)
Proceeds from sales of investments in subsidiaries	452,500	721	—
Net change in other investing activities	208	(5,673)	(9,983)
Net cash provided by (used in) investing activities	<u>380,395</u>	<u>(696,095)</u>	<u>(231,902)</u>
Cash flows from financing activities:			
Net change in short-term borrowings	(95,000)	55,000	(179,000)
Proceeds from issuance of long-term debt	930,033	1,497,032	1,363,655
Repayment of long-term debt	(1,256,720)	(1,030,099)	(1,232,936)
Purchases of treasury stock	(1,927)	(1,575)	(2,478)
Dividends paid	(196,783)	(209,457)	(234,787)
Net change in other financing activities	44	1,117	2,116
Net cash provided by (used in) financing activities	<u>(620,353)</u>	<u>312,018</u>	<u>(283,431)</u>
Net increase (decrease) in cash and cash equivalents	6,804	(3,895)	(24,050)
Cash and cash equivalents at beginning of fiscal year	<u>44,966</u>	<u>51,770</u>	<u>47,875</u>
Cash and cash equivalents at end of fiscal year	<u><u>51,770</u></u>	<u><u>47,875</u></u>	<u><u>23,825</u></u>

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
1.1	Articles of Incorporation of Mizuho Financial Group, Inc., March 2, 2023 (English Translation)*
1.2	Regulations of the Board of Directors of Mizuho Financial Group, Inc., as amended on April 1, 2024 (English Translation)
1.3	Share Handling Regulations of Mizuho Financial Group, Inc., dated September 1, 2022 (English Translation)*
2.1	Form of American Depositary Receipt**
2.2	Form of Deposit Agreement, amended and restated as of April 2, 2018, among the registrant, The Bank of New York Mellon as Depositary and all owners and holders from time to time of American Depositary Receipts issued thereunder***
2.3	Description of Our Shares of Common Stock and Preferred Stock—see “Item 10.B. Memorandum and Articles of Association.”
2.4	Description of Our American Depositary Shares**
8	List of significant subsidiaries of Mizuho Financial Group, Inc.—see “Item 4.C. Information on the Company—Organizational Structure.”
11.1	Code of Ethics for Financial Professionals of Mizuho Financial Group, Inc., as amended on April 1, 2024 (English Translation)
11.2	Procedures for Controlling Insider Trading of Mizuho Financial Group, Inc., as amended on June 20, 2023 (English Translation)
11.3	Regulations Pertaining to the Financial Transactions of Executives of Mizuho Financial Group, Inc., as amended on April 1, 2024 (English Translation)
12.1	CEO Certification required by Rule 13a-14(a) (17 CFR 240.13a-14(a)).
12.2	CFO Certification required by Rule 13a-14(a) (17 CFR 240.13a-14(a)).
13.1	Certification required by Rule 13a-14(b) (17 CFR 240.13a-14(b)) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350).
15	Consent of Independent Registered Public Accounting Firm
97	Recovery Policy for Executive Compensation
101.INS	Inline XBRL Instance Document—the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Taxonomy Extension Schema
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase
104	The cover page for the Company’s Annual Report on Form 20-F for the year ended March 31, 2024, has been formatted in Inline XBRL

* Incorporated by reference to our annual report on Form 20-F (No. 001-33098) filed on June 28, 2023.

** Incorporated by reference to our annual report on Form 20-F (No. 001-33098) filed on July 2, 2021.

*** Incorporated by reference to our annual report on Form 20-F (No. 001-33098) filed on July 3, 2018, except Exhibit A thereto. For the latest Exhibit A, see Exhibit 2.1 to our annual report on Form 20-F (No. 001-33098) filed on July 2, 2021.

Signature

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

MIZUHO FINANCIAL GROUP, INC.

By: /s/ Masahiro Kihara

Name: Masahiro Kihara

Title: President & Group CEO

June 26, 2024

[Translation]

Effective from January 8, 2003
As amended on April 1, 2024

REGULATIONS OF THE BOARD OF DIRECTORS

CHAPTER I

PURPOSE

Article 1. *(Purpose)*

These Regulations provide for matters concerning the Board of Directors pursuant to laws and regulations, the Articles of Incorporation, and the Corporate Governance Guidelines.

CHAPTER II

ORGANIZATION

Article 2. *(Function)*

The Board of Directors shall conduct the following matters.

- (1) Determine the matters provided for in Article 10 of these Regulations
- (2) Supervise the execution of duties by directors, executive officers as defined in the Companies Act, and executive officers as defined in our internal regulations

Article 3. *(Constitution)*

The Board of Directors shall consist of all the directors.

CHAPTER III

HOLDING, CONVOCAATION AND CHAIRMAN OF MEETINGS

Article 4. *(Holding of Meetings)*

1. Meetings of the Board of Directors shall be held ordinarily and extraordinarily.
2. Ordinary meetings of the Board of Directors shall be held at least once every three (3) months.
3. Extraordinary meetings of the Board of Directors shall be held whenever necessary.
4. Meetings of the Board of Directors shall be held at the head office of the Company; provided, however, that when necessary, a meeting of the Board of Directors may be held at another location or at multiple locations by a method such as teleconference.

Article 5. *(Person Authorized to Convene Meetings and Chairman of Meetings)*

1. Unless otherwise provided for in laws and regulations, each meeting of the Board of Directors will be convened and chaired by a director who does not concurrently serve as an executive officer as defined in the Companies Act, executive director, executive officer as defined in our internal regulations or employee of the Company or a subsidiary of the Company (“Non-Executive Director”) as previously appointed by the Board of Directors.

2. In the case where the director appointed pursuant to the preceding paragraph is unable to so act, one of the other Non-Executive Director(s) in the order previously determined by the Board of Directors shall take such person's place.
3. The Board of Directors may, by its resolution, appoint a Non-Executive Director as a Deputy Chairman to assist the Chairman.
4. Any Director who is not a director provided for under the provisions of paragraph 1 or paragraph 2 or any executive officer as defined in the Companies Act may demand the convocation of a meeting of the Board of Directors in accordance with the provisions of laws and regulations.
5. Any person appointed by the Nominating Committee, the Compensation Committee, or the Audit Committee from among their members may convene a meeting of the Board of Directors in accordance with the provisions of laws and regulations.

Article 6. *(Convocation and Reduction of Convocation Period)*

Notices to convene a meeting of the Board of Directors shall be issued to each director not less than three (3) days prior to the date of that meeting; provided, however, that in case of emergency, such period may be shortened.

Article 7. *(Omission of Convocation Notice)*

A meeting of the Board of Directors may be held without taking the procedures for convocation provided for in the preceding Article with the consent of all of the directors.

CHAPTER IV

QUORUM AND METHOD OF ADOPTING RESOLUTIONS

Article 8. *(Quorum and Method of Adopting Resolutions)*

1. Resolutions of meetings of the Board of Directors shall be adopted by an affirmative vote of a majority of the directors present at the relevant meeting who shall constitute a majority in number of all the directors entitled to take part in the vote.
2. Notwithstanding the provisions of the preceding paragraph, in the case where director(s) submit a proposal with respect to a matter which is the purpose of the resolution of the Board of Directors, if all directors who are entitled to vote agree in writing or by means of electromagnetic file to such proposal, it shall be deemed that the resolution to approve such proposal at a meeting of the Board of Directors has been made.

Article 9. *(Person Who Has Special Interests)*

Any person who has special interests with respect to a matter to be resolved at a meeting of the Board of Directors may not participate in voting for resolution thereof.

CHAPTER V

MATTERS TO BE RESOLVED

Article 10. *(Matters to be Resolved)*

1. The following matters shall be resolved at a meeting of the Board of Directors.
 - (1) Important matters concerning the management policy of the Company and its subsidiaries and other entities administered by the Company (collectively, the "Mizuho Group")
 - (i) Basic matters concerning the management of the Mizuho Group

- (ii) Basic matters concerning annual business plans and mid- and long-term business plans of the Mizuho Group;
 - (iii) Basic matters concerning the capital policy of the Mizuho Group (together with the preceding two items, these form the “basic management policy” under Article 416, Paragraph 1, Item 1 (a) of the Companies Act);
 - (iv) “System to ensure the properness of operations” of the Mizuho Group (the “Internal Control System”);
 - (v) Matters concerning changes of particularly important companies of the Mizuho Group; and
 - (vi) Basic matters concerning risk governance, risk management, compliance, and internal auditing of the Mizuho Group.
 - (vii) Matters concerning Mizuho Group’s Sustainability.
- (2) Important matters concerning the Company
- (i) Determination of convocation of general meetings of shareholders and agenda thereof;
 - (ii) Determination of person authorized to convene general meetings of shareholders and the chairman thereof (including the order in which substitutes are to be determined);
 - (iii) Appointment and removal of directors with special titles;
 - (iv) Appointment and dismissal of executive officers as defined in the Companies Act;
 - (v) Appointment and removal of representative executive officers as defined in the Companies Act, and executive officers as defined in the Companies Act with special titles;
 - (vi) Matters concerning the interrelationship between executive officers as defined in the Companies Act, including the commission to executive officers as defined in the Companies Act, and hierarchy of commands of executive officers as defined in the Companies Act;
 - (vii) Appointment of, removal of, and commission to executive officers as defined in our internal regulations with special titles;
 - (viii) Approval of competitive transactions and conflicting interest transactions by directors and executive officers as defined in the Companies Act;
 - (ix) Determination of person authorized to convene meetings of the Board of Directors and the Chairman thereof (including the order in which substitutes are to be determined);
 - (x) Determination of director to receive demands for convocation of meetings of the Board of Directors from executive officers as defined in the Companies Act;
 - (xi) Appointment and removal of members who constitute the Nominating Committee, the Compensation Committee, and the Audit Committee;
 - (xii) Appointment and removal of the Chairman of each of the Nominating Committee, the Compensation Committee, and the Audit Committee;
 - (xiii) Determination of a person to represent the Company in any action between the Company and a member of the Audit Committee;
 - (xiv) Matters concerning business transfers, etc. (including transfers of shares or equity of subsidiaries), mergers, absorption-type company splits, incorporation-type company splits, share exchanges, and share transfers of the Company which require the approval of a general meeting of shareholders;
 - (xv) Establishment, modification, and abolition of important organizations;
 - (xvi) Approval of financial statements, business reports and supplementary schedules, temporary financial statements, and consolidated financial statements;

- (xvii) Distribution of surplus and other matters the Board of Directors is authorized to determine pursuant to the provisions of the Articles of Incorporation;
 - (xviii) Determination of approval of transfers of stock acquisition rights with restriction on transfers; and
 - (xix) Determination of filing for bankruptcy in the recovery plan (under the Deposit Insurance Act)
 - (xx) Determination of the contents of “Indemnification agreement for directors and officers” or “Directors and Officers Liability Insurance”
 - (xxi) Establishment of, revisions to, and abolition of particularly important internal regulations.
- (3) Important matters concerning the management of subsidiaries, etc.
 - (i) Matters concerning transfer of particularly important subsidiaries and other entities administered by the Company
 - (ii) Basic matters concerning risk governance, risk management, compliance, and internal auditing of the core group companies (meaning the “core group companies” as provided in the Group Management Administration Regulations)
 - (iii) Appointment of, removal of, and commission to executive officers as defined in our internal regulations with special titles of management category A1 companies (companies categorized into “management category A1” under the Group Management Administration Regulations)
 - (4) Other matters provided for in laws and regulations or the Articles of Incorporation, or resolved at a General Meeting of Shareholders
 - (5) Any other matter that a Director believes should be proposed at a meeting of the Board of Directors
- 2. The Supplementary Provisions of the Regulations of the Board of Directors shall apply as the operating standards with respect to the matters to be resolved in the preceding paragraph.

CHAPTER VI

REPORTS, ETC. TO THE BOARD OF DIRECTORS

Article 11. *(Business Execution Reports)*

- 1. Executive officer(s) as defined in the Companies Act shall report to the Board of Directors at least once every three (3) months on the status of the execution of his or her duties.
- 2. Each person appointed by the Nominating Committee, the Compensation Committee, or the Audit Committee from among their members shall report without delay to the Board of Directors on the status of the execution of the duties of that committee.
- 3. The Supplementary Provisions of the Regulations of the Board of Directors shall apply as the operating standards with respect to the matters to be reported to the Board of Directors.

Article 12. *(Other Reports, etc.)*

- 1. The Board of Directors may, when necessary, have executive officers as defined in the Companies Act, executive officers as defined in our internal regulations, and employees of the Company, and directors, executive officers as defined in our internal regulations, and employees of subsidiaries, etc., of the Company, and outside experts, etc., attend meetings of the Board of Directors and seek their reports and opinions.

2. If an executive officer as defined in the Companies Act, executive officer as defined in our internal regulations or employee of the Company, or a director, executive officer as defined in our internal regulations or employee of subsidiaries, etc. of the Company receives a request from the Board of Directors, that person shall attend a meeting of the Board of Directors and explain matters requested by the Board of Directors.

CHAPTER VII

EXECUTIVE OFFICERS AS DEFINED IN THE COMPANIES ACT WITH SPECIAL TITLES AND EXECUTIVE OFFICERS AS DEFINED IN OUR INTERNAL REGULATIONS WITH SPECIAL TITLES

Article 13. *(Executive Officers as Defined in the Companies Act with Special Titles)*

1. The Board of Directors shall, by its resolution, appoint a President & CEO from among the executive officers as defined in the Companies Act.
2. The Board of Directors may, by its resolution, appoint one or more Deputy President & Executive Officer from among the executive officers as defined in the Companies Act.

Article 14. *(Executive Officers as Defined in our Internal Regulations with Special Titles)*

The Board of Directors may, by its resolution, appoint one or more Deputy Chairman & Executive Officer and Deputy President & Executive Officer from among the executive officers as defined in our internal regulations.

CHAPTER VIII

PRESIDENT & CEO

Article 15. *(Duties of the President & CEO)*

The President & CEO shall oversee the business of the Company as the chief executive officer of the Mizuho Group (Group CEO).

Article 16. *(Delegation to the President & CEO)*

The determination of businesses other than the matters provided for in Article 10 of these Regulations shall be delegated to the President & CEO.

CHAPTER IX

DIRECTORS WITH SPECIAL TITLES

Article 17. *(Directors with Special Titles)*

The Board of Directors may, by its resolution, appoint a Chairman, Deputy Chairman, and other directors with special titles from among the Non-Executive Directors.

CHAPTER X

MINUTES

Article 18. *(Minutes)*

The minutes of meetings of the Board of Directors shall be prepared in writing or by electromagnetic file as provided for in laws and regulations, and the Directors present thereat shall affix their names and seals thereon or electronic signatures thereto.

CHAPTER XI
OTHER MATTERS

Article 19. *(Amendment and Abolition)*

These Regulations and the Supplementary Provisions of the Regulations of the Board of Directors may be amended or abolished by a resolution of the Board of Directors.

Article 20. *(Division in Charge)*

The division in charge for administering these Regulations is the Corporate Secretariat.

[Translation]

[Supplementary Provisions of the Regulations of the Board of Directors]

MATTERS TO BE RESOLVED BY THE BOARD OF DIRECTORS

Matters to be Resolved	Operating Standards
1. Important matters concerning the management policy of the Mizuho Group	
(1) Basic matters concerning the management of the Mizuho Group	<ul style="list-style-type: none">• Among the matters forming the “basic management policy,” matters that constitute overriding concerns of matters displayed in the following paragraphs<ul style="list-style-type: none">(a) Corporate Identity(b) Corporate Governance Guidelines(c) Other basic policies pertaining to matters such as business models and business portfolio strategies
(2) Basic matters concerning annual business plans and mid- and long-term business plans of the Mizuho Group	<ul style="list-style-type: none">• Fundamental perspectives regarding mid-term business plans and annual business plans (being matters that constitute the fundamental outline of basic policies and similar matters)<ul style="list-style-type: none">(a) Basic policies and priority strategies of the Mizuho Group(b) Basic policies of in-house companies, units and groups(c) Key financial targets of the Mizuho Group(d) Profit plans of the Mizuho Group (net business profits, consolidated net income)(e) Profit plans of in-house companies (net business profits, net income, expense ratio, ROE)(f) Management resource plans of the Mizuho Group (expenses, investments, new risk based capital, risk capital, human resources)(g) Management resource plans of in-house companies (new risk based capital)
	For reference, “basic matters” do not include the following:
	<ul style="list-style-type: none">– Specific priority strategies and measures of in-house companies, units and groups, ones planned under basic policies of the Mizuho Group– Management resource plans of in-house companies, units and groups, excluding new risk based capital– Operation policies, priority strategies, profit plans and management resource plans of the core group companies

Matters to be Resolved	Operating Standards
(3) Basic matters concerning the capital policy of the Mizuho Group	<ul style="list-style-type: none"> • Fundamental perspectives regarding overall capital policy
(4) “System to ensure the properness of operations” of the Mizuho Group (the “Internal Control System”)	<ul style="list-style-type: none"> (a) Basic policy on capital policy (b) Policy on shareholder-return
	<ul style="list-style-type: none"> • Matters prescribed in Article 416, Paragraph 1, Items 1 (b) and (e) of the Companies Act, and Article 112 of the Ordinance for the Enforcement of the Companies Act (a) Determination of development of systems necessary to ensure that the execution of duties by executive officers as defined in the Companies Act, complies with laws and regulations and the Articles of Incorporation, and other systems necessary to ensure the properness of operations of the corporate group consisting of the Company and subsidiaries <ul style="list-style-type: none"> A. Systems for the safekeeping and management of information on the execution of duties by executive officers as defined in the Companies Act of the Company B. Regulations and other systems for managing the risk of loss of the Company C. Systems to ensure the efficient execution of duties by executive officers as defined in the Companies Act of the Company D. Systems to ensure that the duties of employees of the Company are executed in compliance with laws, regulations and the Articles of Incorporation E. Systems listed below and other systems to ensure the propriety of business operations within the corporate group consisting of the Company and subsidiaries <ul style="list-style-type: none"> i. Systems concerning reports to the Company on matters regarding the execution of duties by directors and other persons equivalent thereto (in iii. and iv., “Directors, Etc.”) of the Company’s subsidiaries ii. Regulations and other systems concerning management of the risk of loss of the Company’s subsidiaries iii. Systems to ensure the efficient execution of duties by Directors, Etc. of the Company’s subsidiaries

Matters to be Resolved

Operating Standards

- iv. Systems to ensure that the duties of Directors, Etc. and employees of the Company's subsidiaries are executed in compliance with laws and regulations and the Articles of Incorporation
- (b) Determination of matters necessary to execute the duties of the Audit Committee
 - A. Matters concerning directors and employees posted as assistants to the Company's Audit Committee
 - B. Matters concerning measures for ensuring that directors and employees described in A. above remain independent from the Company's executive officers as defined in the Companies Act
 - C. Matters concerning measures for ensuring effective instructions to the directors and employees described in A. above by the Company's Audit Committee
 - D. Systems listed below and other systems concerning reports to the Company's Audit Committee
 - i. Systems for the Company's directors (excluding those that are members of the Audit Committee), executive officers as defined in the Companies Act and employees to report to the Company's Audit Committee
 - ii. Systems for directors, corporate auditors, other persons equivalent to either, and employees of the Company's subsidiaries, or anyone that has received a report from such persons, to report to the Company's Audit Committee
 - E. Systems to ensure that persons in D. above that submitted a report do not receive disadvantageous treatment for submitting such report
 - F. Matters concerning policies relating to procedures for the advance payment or reimbursement of expenses arising from the execution of duties of the Company's Audit Committee members (limited to expenses relating to the execution of duties of the Audit Committee) and other handling of expenses or debt arising from the execution of such duties

Matters to be Resolved	Operating Standards
(5) Matters concerning changes of particularly important companies in the Mizuho Group	<p data-bbox="876 220 1421 294">G. Other systems to ensure the effectiveness of audits by the Company’s Audit Committee</p> <ul data-bbox="828 304 1421 430" style="list-style-type: none"> • Any purchase, sale, establishment, integration, dissolution, split, merger, change in strategic position, etc. that has a material influence on the “basic management policy”
(6) Basic matters concerning risk governance, risk management, compliance, and internal auditing of the Mizuho Group	<ul data-bbox="828 451 1421 1850" style="list-style-type: none"> (a) Fundamental matters regarding the risk appetite framework (including risk appetite policies, risk appetite metrics, and their levels and matters regarding the stress testing) (b) Establishment and revision of risk appetite statement (c) Fundamental matters regarding comprehensive risk management (d) The amount of allocated risk capital for the fiscal year (e) Fundamental matters regarding credit risk management (f) Fundamental matters regarding credit limit management (g) Fundamental matters regarding market risk management (h) Fundamental matters regarding liquidity risk management (i) Fundamental matters regarding operational risk management (j) Fundamental matters regarding information technology risk management (k) Fundamental matters regarding cybersecurity risk management (l) Fundamental matters regarding operations risk management (m) Fundamental matters regarding legal risk management (n) Fundamental matters regarding human resources risk management (o) Fundamental matters regarding tangible asset risk management (p) Fundamental matters regarding regulatory change risk management (q) Fundamental matters regarding reputational risk management

Matters to be Resolved	Operating Standards
	(r) Fundamental matters regarding model risk management
	(s) Fundamental matters regarding climate-related risk management
	(t) Fundamental matters regarding third-party risk management
	(u) Fundamental matters regarding risk data management
	(v) Fundamental matters regarding the recovery plan
	(w) Fundamental matters regarding the resolution plan for U.S. operations
	(x) Fundamental matters regarding compliance including the development and modification of compliance programs
	(y) Fundamental matters concerning the management of customer-oriented business conduct including the development and modification of plan related to Customer-Oriented Business Conduct
	(z) Fundamental matters regarding internal audit including the development and modification of basic internal audit plans
	(aa) Other important matters pertaining to Internal Control System
(7) Fundamental matters regarding Mizuho Group's Sustainability	
2. Important matters concerning the Company	
(1) Determination of convocation of general meetings of shareholders and agenda thereof	(a) Determination of convocation of general meetings of shareholders
	(b) Determination of agenda for general meetings of shareholders (excluding any proposal concerning the appointment and dismissal of directors or accounting auditors and any proposal concerning non-reappointment of accounting auditors)
(2) Determination of person authorized to convene general meetings of shareholders and the Chairman thereof (including the order in which substitutes are to be determined)	
(3) Appointment and removal of directors with special titles	
(4) Appointment and dismissal of executive officers as defined in the Companies Act	
(5) Appointment and removal of representative executive officers as defined in the Companies Act and executive officers as defined in the Companies Act with special titles	

Matters to be Resolved	Operating Standards
(6) Matters concerning the interrelationship between Executive officers as defined in the Companies Act, including the commission to executive officers as defined in the Companies Act, and hierarchy of commands of executive officers as defined in the Companies Act	<ul style="list-style-type: none"> • The following commissions are excluded – Commissions for positions in Divisions, Offices, temporary organizations, and other positions equivalent thereto – Commissions due to reorganization or similar matters and not accompanied by substantial changes – Temporary commissions accompanying the resignation or similar matters of executive officers as defined in the Companies Act and delay in approval (however, this is limited to cases where the term of commission is three month or less)
(7) Appointment of, removal of, and commission to executive officers as defined in our internal regulations with special titles	<ul style="list-style-type: none"> • The following commissions are excluded – Commissions for positions in Divisions, Offices, temporary organizations, and other positions equivalent thereto – Commissions due to reorganization or similar matters and not accompanied by substantial changes – Temporary commissions accompanying the resignation or similar matters of executive officers as defined in our internal regulations with special titles and delay in approval (however, this is limited to cases where the term of commission is three month or less)
(8) Approval of competitive transactions and conflicting interest transactions by directors and executive officers as defined in the Companies Act	
(9) Determination of person authorized to convene meetings of the Board of Directors and the Chairman thereof (including the order in which substitutes are to be determined)	
(10) Determination of director to receive demands for convocation of meetings of the Board of Directors from executive officers as defined in the Companies Act	
(11) Appointment and removal of members who constitute the Nominating Committee, the Compensation Committee, and the Audit Committee	
(12) Appointment and removal of the Chairman of each of the Nominating Committee, the Compensation Committee, and the Audit Committee	

Matters to be Resolved	Operating Standards
(13) Determination of a person to represent the Company in any action between the Company and a member of the Audit Committee	
(14) Matters concerning business transfers, etc. (including transfers of shares or equity of subsidiaries), mergers, absorption-type company splits, incorporation-type company splits, share exchanges, and share transfers of the Company which require the approval of a general meeting of shareholders	
(15) Establishment, modification, and abolition of important organizations	<ul style="list-style-type: none"> (a) Establishment, modification, and abolition of in-house companies, units, groups (b) Modification and abolition of Corporate Secretariat and Audit & Supervisory Committee Office
(16) Approval of financial statements, business reports and supplementary schedules, temporary financial statements, and consolidated financial statements	
(17) Distribution of surplus and other matters the Board of Directors is authorized to determine pursuant to the provisions of the Articles of Incorporation	
(18) Determination of approval of transfers of stock acquisition rights with restriction on transfers	
(19) Determination of filing for bankruptcy in the RCP (under the Deposit Insurance Act)	
(20) Determination of the contents of “Indemnification agreement for directors and officers” or “Directors and Officers Liability Insurance”	A Directors and Officers liability insurance contract shall cover the cases where a new contract is concluded or a contract is renewed as a policyholder.
(21) Establishment of, revisions to, and abolition of particularly important internal regulations	<ul style="list-style-type: none"> – Mizuho Code of Conduct – Human Rights Policy – Environmental Policy – Code of Ethics for Financial Professionals – Tax Policy – Regulations of the Board of Directors – Supplementary Provisions of the Regulations of the Board of Directors – Regulations of the Nominating Committee – Regulations of the Compensation Committee

Matters to be Resolved

Operating Standards

- Regulations of the Audit Committee
- Regulations of the Risk Committee
- Regulations of the IT / Digital Transformation Committee
- Regulations of the Human Resources Review Meeting
- Regulations of the Executive Management Committee
- Regulations of the Business Policy Committees
- Regulations of the Company Strategy Conferences
- Regulations of the Internal Audit Committee
- Regulations of the Executive Officer Disciplinary Measures Committee
- Organization Regulations
- Authorization Regulations
- Group Management Administration Regulations
- Supplementary Provisions of the Group Management Administration Regulations
- Regulation for Operation of "In-House Company System"
- Basic Policy for Business Continuity Management
- Regulations for the Management of Recovery Plan
- Regulation for Management of Settlement of Account
- Regulations for Management of Tax Operations
- Accounting Policy
- Accounting Regulations
- Regulations Regarding the Scope Qualifications of Subsidiaries and Affiliates in Consolidated Financial Statements
- Basic Policy on Disclosure Controls and Procedures
- Disclosure Policy
- Basic Policy on Sustainability Initiatives
- Basic Policy on Management of Finance Facilitation

Matters to be Resolved

Operating Standards

- Basic Policy Concerning Operation of Risk Appetite Frameworks
- Stress Testing Management Regulations
- Basic Policy for Risk Data Management
- Basic Policy for Comprehensive Risk Management
- Regulations for Risk Capital Allocation & Management
- Basic Policy for Credit Risk Management
- Credit Codes
- Credit Limit Management Regulations
- Basic Policy for Market Risk Management
- Basic Policy for Liquidity Risk Management
- Basic Policy for Operational Risk Management
- Basic Policy for Information Technology Risk Management
- Basic Policy for Cybersecurity Risk Management
- Basic Policy for Operations Risk Management
- Basic Policy for Legal Risk Management
- Basic Policy for Human Resources Risk Management
- Basic Policy for Tangible Asset Risk Management
- Basic Policy for Regulatory Change Risk Management
- Basic Policy for Reputational Risk Management
- Basic Policy for Model Risk Management
- Basic Policy for Climate-Related Risk Management
- Basic Policy for Third-Party Risk Management
- Compliance Manual
- Basic Policy of Compliance
- Basic Approach for Group Business Management Concerning Information Management
- Information Security Policy
- Privacy Policy Regarding Customer Information

Matters to be Resolved

Operating Standards

- Privacy Policy Regarding Shareholder Information
- Privacy Policy Regarding Employee Information
- Privacy Policy Regarding Applicant Information
- Basic Policy for Management of Customer-Oriented Business Conduct.
- Regulations for Handling Incidents
- Basic Policy on Internal Audit
- Regulations for Executive Officers as Defined in the Companies Act
- Regulations on Retirement Benefit for Directors, etc.
- Regulations on Housing for Directors, etc.
- Regulations on Company Funeral for Directors, etc
- Regulations on Financial Transactions by Directors, etc.
- Regulations Regarding Disciplinary Measures for Executive Officers
- Basic Policy for System of Internal Controls

These regulations may be amended by a resolution of the Board of Directors. However, revisions accompanying changes in the organization, name, etc., and revisions that have only a minor impact on the meaning and purpose of the Regulations and do not entail substantial changes may be made by decision of the President and CEO.

The contents of revisions made by the decision of the President & CEO other than changes in organization, name, etc. shall be clearly indicated in the report on the status of execution of duties by executive officers as stipulated in Article 11, Paragraph 1 of the Regulations of the Board of Directors.

In relation to ‘Basic Policy for System of Internal Controls’, changes or abolishment will be handled in accordance with Article 5 of said policy.

3. Important matters concerning the Management of Subsidiaries, Etc.

- | | |
|---|---|
| <p>(1) Matters concerning transfer of particularly important subsidiaries and other entities administered by the Company</p> | <ul style="list-style-type: none">• Any purchase, sale, establishment, integration, dissolution, split, merger, change in strategic position, etc. that has a material influence on the “basic management policy” |
| <p>(2) Basic matters concerning risk governance, risk management, compliance, and internal auditing of the core group companies</p> | <ul style="list-style-type: none">• Any matter that has a material influence on the “basic management policy” or any important matter pertaining to Mizuho Group’s Internal Control System |

Matters to be Resolved	Operating Standards
<p>(3) Appointment of, removal of, and commission to executive officers as defined in our internal regulations with special titles of management category A1 companies</p>	<ul style="list-style-type: none"> • The following commissions are excluded – Commissions for positions in Divisions, Offices, temporary organizations, and other positions equivalent thereto – Commissions due to reorganization or similar matters and not accompanied by substantial changes – Temporary commissions accompanying the resignation or similar matters of executive officers as defined in our internal regulations with special titles and delay in approval (however, this is limited to cases where the term of commission is three month or less)
<p>4. Other matters provided for in laws and regulations or the Articles of Incorporation, or resolved at a general meeting of shareholders</p>	
<p>5. Any other matter that a Director believes should be proposed at a meeting of the Board of Directors</p>	<ul style="list-style-type: none"> • Any matter that has a material influence on the “basic management policy” or any important matter pertaining to Mizuho Group’s Internal Control System • Any other matter considered necessary by the Chairman of the Board of Directors, an appointed member of the Nominating Committee, Compensation Committee, or Audit Committee, or President & CEO
<ul style="list-style-type: none"> – Matters to be Resolved 1.(1) to (3) form the “basic management policy” under Article 416, Paragraph 1, Item 1 (a) of the Companies Act. – “Mizuho Group” means the Company and any subsidiary, etc. administered by the Company. – “Core group companies” mean the “core group companies” provided for in the Group Management Administration Regulations. – “Management category A1 companies” mean companies with respect to which “management category A1” has been established under the Group Management Administration Regulations. 	

[Translation]

[Supplementary Provisions of the Regulations of the Board of Directors]

MATTERS TO BE REPORTED TO THE BOARD OF DIRECTORS

<u>Matters to be Reported</u>	<u>Operating Standards</u>
1. Matters to be Regularly Reported	
(1) Status of the execution of duties by executive officers as defined in the Companies Act (compiled report at least once every three months)	(a) Matters delegated to executive officers as defined in the Companies Act, in connection with transformation of the Company into what is currently called a Company with Three Committees A. Particularly important matters concerning the Mizuho Group <ul style="list-style-type: none">– Important changes in shareholder composition– Disposal of and acceptance of assignment of important assets that are important to group strategies– Exemption from large debts and similar matters that are important to group strategies– Large and exceptional loans and similar matters that are important to group strategies– Management support for Mizuho Group companies that is important to group strategies– Establishment, change, and abolition of important organizations in management category A1 companies– Execution of important contracts– Important applications and reports and submission of important documents to the outside– Agenda items for the General Meeting of Shareholders of management category A1 companies– Important matters concerning important system project (including system integration) management of management category A1 companies

Matters to be Reported

Operating Standards

- B. Particularly important matters concerning the Company
- The disposal of and acceptance of assignment of important assets
 - * Acquisition or loss and lease of movable property and real property exceeding 0.3% of the nonconsolidated total net assets of the Company per case
 - * Amortization of claims exceeding 0.3% of the nonconsolidated total net assets of the Company per case
 - * Donations exceeding JPY 300,000,000 per case
 - * Loan(s) exceeding 0.3% of the nonconsolidated total net assets of the Company
 - Borrowing in a significant amount
 - * Borrowing exceeding 0.3% of the nonconsolidated total net assets of the Company
 - Appointment and dismissal of executive officers as defined in our internal regulations, and important employees (including personnel with a rank of Division General Manager or Office General Manager (Office with the same rank as a Division) or higher)
 - Establishment, modification, and abolition of important organizations (excluding the matters to be resolved)
 - Determination of important matters concerning the offering of company bonds
 - Determination of corporate restructuring acts that do not require the approval of a general meeting of shareholders such as short-form mergers or simplified mergers
 - Determination of the features of class shares whose outline has been provided for in the Articles of Incorporation
 - Determination of the acquisition price, etc. of own shares (excluding acquisition from the market) and acquisitions from subsidiaries
 - Determination of the acquisition date of shares subject to call and stock acquisition rights subject to call, and the shares to be acquired

Matters to be Reported

Operating Standards

- Cancellation of own shares and own stock acquisition rights
- Reduction of share units
- Share splits and allotment of shares without contribution
- Auctions, etc. of shares of shareholders whose whereabouts are unknown
- Determination, etc. of the terms and conditions of shares for subscription and stock acquisition rights for subscription
- Acquisition of own shares equivalent to the total sum of any fraction
- Consent to handling of shares in the book-entry transfer settlement system
- Reduction in the amount of stated capital or reserves concurrently with an issuance of shares
- (b) Particularly important matters
 - A. Particularly important matters concerning the Mizuho Group
 - Decisions on and approval of changes to the appointment and dismissal of and commission to executive officers as defined in our internal regulations of management category A1 companies
 - B. Particularly important matters concerning the Company
 - Ex-post-facto reporting of competitive transactions and conflicting interest transactions by directors and executive officers as defined in the Companies Act
 - Approval of competitive transactions and conflicting interest transactions by executive officers as defined in our internal regulations
 - Determination of and changes to commissions and areas of responsibilities of executive officers as defined in our internal regulations
 - Order in which substitutions of the person authorized to convene and the Chairman of meetings of the Executive Management Committee are to be made
 - Order in which substitutions of the authorization of President & CEO are to be made

Matters to be Reported	Operating Standards
(2) Important matters concerning risk governance, risk management, compliance, and internal auditing of the Mizuho Group (in principle, quarterly reports)	<ul style="list-style-type: none"> – Order in which substitutions of the Chairman of the Internal Audit Committee are to be made – Appointment of special committee members of the Internal Audit Committee – Appointment of the Chairmen of the Business Policy Committees (c) Status of the execution of other important operations (a) Status of risk appetite level of the Mizuho Group as well as in-house companies and units (*) (b) Status of risk management (**) (c) Status of compliance management (***) (d) Matters to be resolved by and important matters to be reported to the Internal Audit Committee Status of implementation of internal audits (*) Report on important matters stipulated in the Basic Policy Concerning Operation of Risk Appetite Frameworks (**) Report on important matters stipulated in the Basic Policy for Comprehensive Risk Management, etc (***) Report on important matters stipulated in the Basic Policy of Compliance and Basic Policy for Management of Customer-Oriented Business Conduct, etc
(3) Matters such as status of the execution of duties by the Nominating Committee, the Compensation Committee, and the Audit Committee (to be reported without delay)	<ul style="list-style-type: none"> (a) Status of the execution of duties by the Nominating Committee (b) Appointment of members of the Nominating Committee who are to report to the Board of Directors on status of the execution of duties by the Nominating Committee (c) Order in which substitutions of the Chairman of the Nominating Committee are to be made (d) Status of the execution of duties by the Compensation Committee (e) Appointment of the members of the Compensation Committee who are to report to the Board of Directors on status of the execution of duties by the Compensation Committee (f) Order in which substitutions of the Chairman of the Compensation Committee are to be made (g) Status of the execution of duties by the Audit Committee

Matters to be Reported	Operating Standards
	(h) Appointment of members of the Audit Committee who are to report to the Board of Directors on status of the execution of duties by the Audit Committee
	(i) Order in which substitutions of the Chairman of the Audit Committee are to be made
	(j) If a member of the Audit Committee finds that a director or executive officer as defined in the Companies Act, engages in misconduct, or is likely to engage in misconduct, or that there is any fact in violation of laws and regulations or the Articles of Incorporation or any grossly improper fact, that matter
(4) Status of the execution of duties by other committees (to be reported without delay)	(a) Status of the execution of duties by the Risk Committee
	(b) Status of the execution of duties by the IT / Digital Transformation Committee
	(c) Status of the execution of duties by the Human Resources Review Meeting
	(d) Status of the execution of duties by other committees excluding the Outside Director Session
(5) Important matters concerning Mizuho's environment-related initiatives (in principle, annually reports)	(a) Status of Mizuho's Environmental Initiatives
(6) Important Matters Concerning Mizuho Group's Human Rights Initiatives (Annual Report in Principle)	(a) Mizuho Group's Human Rights Initiatives
(7) Important Matters Concerning Mizuho Group's Sustainability Initiatives (Annual Report in Principle)	(a) Mizuho Group's Sustainability Initiatives
(8) Annual agenda plans for the Board of Directors, the Risk Committee and the IT / Digital Transformation Committee (Annual Report in Principle)	
2. Matters to be Reported on a Case-by-case basis	
(1) Particularly important matters concerning the Mizuho Group	(a) Results of important external audits and inspection by authorities, etc.
	(b) Process and resolution of "emergency situations" as provided for in the Basic Policy for Business Continuity Management
	(c) Matters concerning financial results (financial statements, consolidated financial statements, capital ratio, etc.)

Matters to be Reported	Operating Standards
(2) Particularly important matters concerning the Company	(d) Particularly important matters concerning risk management, compliance, and internal auditing <ul style="list-style-type: none"> – Occurrence of misconduct, etc. that has a material effect on management – Occurrence of incidents that have a material effect on management – Results of important internal audits that has a material effect on management (a) Matters concerning the Audit Committee <ul style="list-style-type: none"> – Audit policies, audit plans, and audit methods of the Audit Committee – Important matters among matters resolved at a meeting of the Audit Committee (b) Among the matters to be reported to the Board of Directors on a case-by-case basis as necessary prescribed in the particularly important internal regulations of the Company, matters that directors able to convene meetings of the Board of Directors in accordance with Article 5, Paragraph 1 or Paragraph 2 of the Regulations of the Board of Directors, or directors or executive officers as defined in the Companies Act, able to request a convocation of meetings of the Board of Directors in accordance with Paragraph 4 of the same Article believe should be reported
(3) Any other matter that a Director believes should be reported to a meeting of the Board of Directors <ul style="list-style-type: none"> – Matters to be reported to the Board of Directors do not include matters that are to be resolved at a meeting of the Board of Directors. – “Mizuho Group” means the Company and any subsidiary, etc. administered by the Company. – “Management category A1 companies” mean companies with respect to which “management category A1” has been established under the Group Management Administration Regulations. 	

Code of Ethics for Financial Professionals

Effective: January 20, 2006

Revised: April 1, 2024

(Objective)

Article 1 This *Code of Ethics for Financial Professionals* (hereinafter referred to as the “Code”) sets forth the code with which the financial professionals of the Mizuho Financial Group, Inc. (hereinafter referred to as “the Company”) must comply.

(Definition)

Article 2 For the purposes of this Code, “financial professionals” refers to the Company’s Director(s), executive officer(s) as defined in the Companies Act, executive officer(s) as defined in our internal regulations, and employees involved in finance, accounting, and disclosure.

(Conflicts of Interest)

Article 3 The financial professionals must always act honestly and ethically, including in cases in which their personal interests and professional interests conflict with each other either substantially or formally.

(Disclosure)

Article 4 The financial professionals must submit, report, disclose and carry out all other external announcements of the financial reports, etc. of the Company in a complete, fair, accurate, and timely manner, as well as in a manner easy to understand.

(Compliance with Laws and Regulations, etc.)

Article 5 The financial professionals must comply with all laws, regulations, rules and accounting principles that apply to the execution of their duties.

(Prohibited Acts)

Article 6 The financial professionals must not take actions to deceive, extort, conciliate, or mislead auditing corporations involved in audits of the financial statements of the Company with the objective of causing misunderstanding regarding said financial statements.

(Reporting)

Article 7 In the case that a violation of this Code has occurred or is suspected to have occurred, the financial professionals must immediately report to the manager or compliance manager of the department. If the manager or compliance manager of the department does not take appropriate action, the compliance hotline may be notified.

(Liability)

Article 8 The financial professionals must always act in accordance with this Code.

② In the case that a financial professional has violated this Code, they will not only be subject to disciplinary action under the regulations of the Company but may also bear civil or criminal liability under the related laws and regulations.

(Amendment and Cancellation)

Article 9 Amendment or cancellation of this Code shall be carried out with the approval of the Board of Directors.

[Translation]
Procedures for Controlling Insider Trading

Established: September 3, 2018
Revised: June 3, 2019
Revised: April 1, 2020
Revised: April 28, 2020
Revised: October 1, 2020
Revised: May 25, 2021
Revised: November 22, 2021
Revised: June 22, 2022
Revised: June 20, 2023

Chapter 1 Basic matters

Section 1 Purpose

The purpose of this procedure is to prevent insider trading by establishing specific procedures for the management of insider information and for personal trading of shares, bonds, etc. by employees, etc. of Mizuho Financial Group, Inc.

Section 2 Overview of Insider Trading Regulation

SUBSECTION 1. REGULATION SUMMARY

1. Prohibited Acts of Company Insiders (Article 166 of the Financial Instruments and Exchange Act)

The regulation that a person who comes to know an undisclosed material fact concerning the business, etc. of an issuing company (listed companies, listed REITs, etc. hereinafter referred to as a “listed company, etc.”) (including a material fact of its subsidiary company) may not make a purchase or sale, etc. of securities, etc. of listed companies, etc. until the material fact is disclosed.

2. Prohibited Acts of Persons Concerned with Tender Offers, etc. (Article 167 of the Financial Instruments and Exchange Act)

The regulation that a person who comes to know a fact concerning the implementation or suspension of a tender offer or any other act equivalent thereto with regard to securities, etc. of a listed company, etc. may not make a purchase or sale, etc. of the securities, etc. of listed companies, etc. until the fact is made public.

3. Prohibition of Communication of Undisclosed Material Facts and Recommending Transactions (Article 167-2 of the Financial Instruments and Exchange Act)

The regulation that a person who comes to know an undisclosed material fact concerning the business, etc. of a listed company, etc. (including a material fact concerning its subsidiary company) must not, prior to the disclosure of the material fact, communicate the material fact to another person with the purpose of causing the other person to gain profits or to avoid the occurrence of the loss of the other person, or recommend the other person to make a purchase or sale, etc. of securities, etc. of listed companies, etc.;

SUBSECTION 2. INTENTION OF REGULATIONS

Insider trading refers to the dissemination or use of information by officers and related persons of a listed company, etc. that have easy access to insider information (SUBSECTION 3.3.) of the company

and by financial institutions, such as banks, for the purpose of buying and selling shares, etc. or having them bought and sold, using such information that is unknown to general investors. (It does not matter whether they made a profit from the transaction.)

Insider trading and illegal communication and use of insider information seriously undermine confidence in the securities market and are subject to severe punishment, including criminal and administrative penalties. Insider trading is always exposed in investigations by authorities, etc., and as a person engaged in financial business, it is an act that should never be done in terms of professional ethics.

SUBSECTION 3 DEFINITIONS

1. Insider Information

Insider information refers to material facts and facts of tender offers, etc. that have not been disclosed and that are specified in Article 166, paragraph (2) of the Financial Instruments and Exchange Act and Article 167, paragraph (2) of that Act as information that significantly affects investment decisions on securities, etc. issued by a listed company, etc.

2. Corporate Information

Corporate information refers to important undisclosed information concerning the operation, business or property of a listed company, etc. that is found to affect the customers' investment decisions, as well as information specified in Article 1, paragraph (4), item (14) of the Cabinet Office Ordinance on Financial Instruments Business, etc. as undisclosed information concerning the implementation of a tender offer, an equivalent purchase of share certificates, etc. and a tender offer for treasury shares, etc. including insider information above, which covers a wider range of information than insider information above.

3. Insider Information

Because the banks and the financial instruments business operators in our group are in a position to possibly obtain insider information above and corporate information in their business, they and their employees, etc. are prohibited, by the Financial Instruments and Exchange Act, from buying and selling the securities, etc. on their own account based on the corporate information and from soliciting the customers to buy and sell the securities, etc. by providing the corporate information, and are required to appropriately manage corporate information, in addition to being required to comply with the insider trading regulations.

For this reason, our company will also manage corporate information, including insider information above, as "insider information."

Insider information pertaining to a foreign listed company (a company listed on a foreign exchange) shall be limited to cases where such information clearly falls under the category of information subject to foreign insider trading regulations, such as when it is clearly indicated by the information provider (transmission source office), etc.

(Note) Insider information is not only one provided by other companies but also one about the company itself (our company and group companies that are listed).

[Refer to "List and explanation of items such as insider information" on the bulletin board (FG) for the procedure and scope of confirmation of insider information].

[Omitted]

Chapter 3 Rules for Personal Trading of Shares, Bonds, etc. by Employees, etc.

Section 1 Purpose

The purpose of these rules are to prevent the employees, etc. from insider trading of shares, bonds, etc. for themselves and transactions of securities, etc. for the purpose of pursuing speculative profits.

Section 2 Definitions

The definitions of terms in these rules are as follows:

SUBSECTION 1 EMPLOYEES, ETC.

1. The term “Employees, etc.” means persons directly employed by our company, which includes Executive Director, commissioned, part-time), seconded recipients, and persons dispatched by dispatching companies to carry out the business of our company.
2. Those who have left our company or have been seconded or sent to our company for one year or less are also subject to these rules.
 - (1) For temporary employees, the application set forth in Section 6 below may be made orally.
 - (2) The application set forth in Section 6 below is not required for employees, etc. within one year after leaving our company.
3. Officers are subject to the Regulations on Financial Transactions of Officers.
4. Employees, etc. concurrently serving as other group companies, etc. shall follow the individual rules pertaining to the concurrent employees, such as following the rules of the concurrent employees.

SUBSECTION 2 SHARES, BONDS, ETC.

“Shares, Bonds, etc.” means share certificates, share option certificates, corporate bond certificates, etc. (Note).

From the viewpoint of preventing unfair trade, it includes those issued by unlisted companies and those issued overseas.

(Note)“Specified Securities, etc.” as defined in Article 163 of the Financial Instruments and Exchange Act and “Share Certificates, etc.” as defined in Article 167 of that Act;

SUBSECTION 3 TRADING, ETC.

The term “Trading, etc.” means the “Purchase and Sale, etc.” as defined in Article 166 of the Financial Instruments and Exchange Act and the “Purchase, etc.” and “Sale, etc.” as defined in Article 167 of that Act. In the case of the purchase and sale or other transfer or acquisition for value of shares, bonds, etc., such shares, bonds, etc. are included in the purchase and sale, etc. regardless of whether they are newly issued or already issued.

SUBSECTION 4 PERSONL TRADING

1. The term “Personal Trading” means (1) trading, etc. in one’s own name and (2) trading, etc. in the name of a third party in which an employee, etc. is involved.
 - * Trading, etc. in the name of a third party in which an employee, etc. is involved referred to in (2) means the case where the employee, etc. himself/herself has made a de facto decision on

the shares, bonds, etc. subject to the trading, etc., or the employee, etc. has made a recommendation to the third party, even if the trading, etc. is in the name of a third party such as a dependent of the employee, etc. or a relative living with the employee, etc.

2. With regard to transactions related to shares of Mizuho Financial Group, Inc., through the member shareholding association, as follows (Attachment (Personal Trading of **Mizuho** Shares, etc. | **JTB010306070000000A001.xlsx**))
 - (1) Continuous purchase of a fixed amount through the member shareholding association, withdrawal of shares from the member shareholding association (except when selling after withdrawal), and sale of less than one trading unit of the shares upon automatic withdrawal due to loss of membership in the member shareholding association shall not be subject to personal trading.
 - (2) Change in the number of units of the member shareholding association, new membership, sale of less than one trading unit of the shares (except for automatic withdrawal due to loss of membership in the member shareholding association) and purchase by extraordinary contribution is referred to as “change in the number of units”
 - A, If Executive Directors, General Managers, or employees, etc. belonging to designated departments, which includes those who have been transferred or retired from the departments for one year or less make a change in the number of units, they shall apply to the General Manager of the department (or the Officer in charge of the department) in advance in accordance with the procedures set forth in Section 4, SUBSECTION 2 below.
 - B, If employees, etc. other than A above make a change in the number of units, the procedures in this chapter are unnecessary.
 - (3) If the shares are sold after withdrawal of shares from the member shareholding association, or at the time of withdrawal of the member shareholding association (whether voluntary withdrawal or automatic withdrawal due to loss of membership) shall be subject to the trading restrictions on Mizuho shares, etc. set forth in Section 4 below.

SUBSECTION 5 INSIDER INFORMATION

“Insider Information” means information related to corporations including Insider Information (Note).

(Note) Meaning a material fact as prescribed in Article 166, paragraph (2) of the Financial Instruments and Exchange Act that has not yet been disclosed, or a fact as prescribed in Article 167, paragraph (2) of that Act that has not yet been disclosed;

SUBSECTION 6 MIZUHO SHARES, ETC.

The term “Mizuho Shares, etc.” means shares, etc. of consolidated subsidiaries and equity-method affiliates (including American Depositary Receipts (ADR) backed by Mizuho Financial Group shares) listed in the securities reports, etc. of Mizuho Financial Group, Inc., Orient Corporation, Mizuho Leasing, Inc., Mizuho Bank, Mizuho Trust & Banking, and Mizuho Securities, Inc., and Mizuho Financial Group, Inc.

SUBSECTION 7 DESIGNATED DEPARTMENT

The term “Designated Department” means a department designated in Section 8, Item 1 (1) below as a department that may constantly obtain insider information pertaining to Mizuho shares, etc.

Section 3 Prohibited Matters

SUBSECTION 1 PROHIBITION OF PERSONAL TRADING WITH KNOWLEDGE OF INSIDER INFORMATION

Under no circumstances shall an employee, etc. conduct a personal trading of shares, bonds, etc. of a company subject to insider information while knowing such insider information

SUBSECTION 2 PROHIBITION OF PERSONAL TRADING BY USE OF OFFICIAL POSITION AND PURSUANT TO SPECULATIVE INTERESTS

An employee, etc. may not conduct a personal trading and sale of shares, bonds, etc. based on special information (including suggestive information) learned in the course of his/her duties by use of his/her official position in the line of duty, or solely for the purpose of pursuing speculative profits.

Trading for the purpose of pursuing speculative profits: The practice of buying and selling many times in a short period of time may also be regarded as trading for the purpose of speculation. In past cases pointed out by the Japan Securities Dealers Association, about two hundred trades in two years were pointed out as trading for the purpose of speculation.

Section 4 Restrictions on Transactions of Mizuho Shares, etc.

SUBSECTION 1 EMPLOYEES, ETC. PROHIBITED FROM PERSONAL TRADING OF MIZUHO SHARES, ETC.

- (1) Since the following employees, etc. are in a position to possibly obtain insider information pertaining to Mizuho shares, etc. in relation to their business, in principle they must not engage in personal trading (see Section 2, SUBSECTION 4 of this Chapter) of Mizuho shares, etc. (see Section 2, SUBSECTION 6) (Note).
 - A, Executive Director, General Manager or employees, etc. who belong to a designated department (See Section 2, SUBSECTION 7 and Section 8, Item 1 (1) of this Chapter)
 - B, Executive Director or General Manager within one year of transfer or retirement (including those who were General Managers in another entity)
 - C, Employees, etc. who belonged to a designated department at the time of transfer or retirement and who have been transferred or retired for one year or less (including those transferred from another entity)
- (2) The procedure set forth in SUBSECTION 2 of this Section shall be followed when the employees above change the number of units of the member shareholding association. (See Section 2, SUBSECTION 4, 2. (2)).
- (3) In the case of personal trading of Mizuho shares, etc. for compelling reasons, the following procedures shall be followed.

(Note)The transaction restriction shall not apply to the purchase of corporate bond certificates (excluding corporate bonds with share options) issued by unlisted companies.

SUBSECTION 2 CHANGES IN NUMBER OF UNITS OF THE MEMBER SHAREHOLDING ASSOCIATION

- (1) When an Executive Director, a General Manager or an employee, etc. who belongs to a designated department (an employee, etc. falling under Section 1 (1) A of this Section) makes a change in the number of units of the member shareholding association, an application shall be made to the General Manager of the department to which the employee belongs (In the case where the

Executive Director or the General Manager changes the number of units of the member shareholding association, the Officer in charge of the department and the term “employees, etc.” shall be deemed to be replaced with “Executive Director” or “General Manager.”) in advance by the following procedure. This restriction also applies to Executive Directors and General Managers within one year after the transfer and employees, etc. who belonged to a designated department at the time of the transfer within one year after the transfer.

- A, Employees, etc. shall prepare a “written application and pledge concerning the member shareholding association” (Form 1. Hereinafter the application form for the member shareholding association.), attach it to an e-mail, and send it to the General Manager of the department (or the Officer in charge of the department).

(Note)Only for employees, etc. who do not have an e-mail address, print out the application form for the member shareholding association and submit it to the General Manager of the department to which they belong (or the Officer in charge of the department.)

- B, The General Manager of the department (or the Officer in charge of the department) who has received the application confirms that his/her department has not acquired insider information concerning Mizuho Financial Group, Inc., affixes an electronic seal to the application form for the member shareholding association, attaches it to an e-mail, adds the Information Control Team, the Wholesale Compliance Office (insider.comp@mizuho-bk.co.jp), Compliance Department to cc, and replies to the employee, etc. to the effect that approval has been completed. The file is stored in the General Manager’s folder.

File name: “Application for the Member Shareholding Association (xxxx (Name of Member, etc.)) Storage until yyyy/mm/dd”

(Note)When a printed application for the member shareholding association is used, the General Manager of the department (or the Officer in charge of the department) who receives the application confirms that the department has not obtained insider information concerning Mizuho Financial Group, Inc., seals the application for the member shareholding association, and returns a copy thereof to the relevant employee, etc. The General Manager (or the Officer in charge of the department) converts the application into a PDF file and sends it by e-mail to the Information Control Team (insider.comp@mizuho-bk.co.jp), the Wholesale Compliance Office, Compliance Department. The original application for the member shareholding association shall be stored in a special file kept by the General Manager of the department.

- C, If insider information concerning Mizuho Financial Group, Inc. exists in the department, the General Manager (or the Officer in charge of the department) instructs the employee, etc. not to apply for a change in the number of units.
- (2) It is prohibited for the employees, etc. to make an offer to change the number prior to receiving notification from the General Manager (or the Officer in charge of the department) of the completion of approval in B. above.
- (3) The expiration date of a written application for the member shareholding association shall be 10 business days including the date of application. If the employee, etc. wishes to apply for the change after the application expires, he/she shall again send the application form for the member shareholding association to the General Manager of the department to which he/she belongs (or the Officer in charge of the department).
- (4) If the department obtains new insider information concerning the Mizuho financial Group, Inc. within the validity period of the application for the member shareholding association, the General Manager (or the Officer in charge of the department) shall immediately contact the employee, etc. and instruct him/her not to apply for a change in the number of units.

- (5) If the General Manager (or the Officer in charge of the department) is away on vacation or business trip, the Compliance Manager in charge of Legal Compliance Management may receive and approve the application for the member shareholding associations and report it to the Compliance Department on its behalf.
- (6) The General Manager of the department shall retain the written applications for the member shareholding association for three years after the expiration of the valid period.
- (7) The General Manager or the Compliance Manager of each department shall check appropriateness of procedures that the employees, etc. who belong to the designated department have taken for changes in the number of units for the member shareholding association.

**SUBSECTION 3 EMPLOYEES, ETC WHO DO NOT FALL UNDER THE CATEGORY OF
“EMPLOYEES, ETC. PROHIBITED FROM PERSONAL TRADING OF
MIZUHO SHARES, ETC.”**

- (1) In principle, it is prohibited to conduct a short-term trading (Note 2) of Mizuho shares, etc. (see Section 2, SUBSECTION 6) (Note 1). In principle, it is also prohibited to sell the shares after he/she withdrew them from the member shareholding association and to buy shares up to one trading unit when he/she leaves the member shareholding association (whether by voluntary withdrawal or automatic withdrawal due to loss of membership).
- (2) In the case of a short-term trading of Mizuho shares, etc. for compelling reasons, the following procedures shall be followed.
- (3) The procedures set forth in Section 6 below shall be followed with regard to the personal trading of Mizuho shares, etc. other than a change in the number of units of the member shareholding association, which does not fall under short-term trading (including the case where the shares are sold on the market after withdrawal from the member shareholding association).
- (4) In the case of changing the number of units of the member shareholding association, these personal trading rules are not applied (no special application, etc. is required).

(Note 1) The purchase of corporate bond certificates (excluding corporate bonds with share options) issued by an unlisted company shall not be subject to the transaction restriction.

(Note 2) To sell Mizuho Shares, etc. within six months after purchasing them on its own behalf, or to purchase Mizuho Shares, etc. within six months after selling them on its own behalf.

Section 5 Restrictions on Transaction of Shares, Bonds, etc. Other than Mizuho Shares, etc.

1. Employees, etc. (Note 1) belonging to the departments specified in Section 8, item 2 below must not, in principle, engage in personal trading (see Section 2, SUBSECTION 4 of this Chapter) of shares, bonds, etc. (Note 2) other than Mizuho shares, etc. (see Section 2, SUBSECTION 6 of this Chapter) because they are in a position to possibly obtain insider information pertaining to other companies in their business.
2. In principle, an employee, etc. who belongs to a department other than the department specified in Section 8, item 2 below must not engage in a short-term trading (Note 3) of shares, bonds, etc. (Note 2) other than Mizuho shares, etc.
3. Notwithstanding the provisions of 1. or 2. of this Section, if he/she conducts a personal trading or a short-term trading of shares or corporate bonds, etc. other than Mizuho shares, etc. for compelling reasons, he/she shall follow the procedures set forth in Section 6, 2 of this Chapter.

(Note 1) Employees, etc. within one year after transferring or retiring from the relevant department are also subject to the transaction restriction.

(Note 2) The purchase of corporate bond certificates (excluding corporate bonds with share options) issued by unlisted companies shall not be subject to the transaction restriction.

(Note 3) To sell the shares, bonds, etc. other than Mizuho shares, etc. within three months after the purchase of them on its own behalf, or to purchase the shares, bonds, etc. other than Mizuho shares, etc. within three months after the sale of them on its own behalf.

Section 6 Personal Trading of Shares, Bonds, etc. by Employees, etc.

1. When an employee, etc. carries out a personal trading of shares or bonds, etc., he/she shall apply to the General Manager of the department to which he/she belongs and obtain approval therefor in advance. (In the case of an Executive Director or a General Manager, an Officer in charge of the department approves. Hereinafter, the term “Employee, etc.” shall be deemed to be replaced with “Executive Director” or “General Manager”.)
2. Even for transactions restricted by Sections 4 and 5, if there is a compelling reason and he/she obtains approval of the General Manager of the Department in advance, he/she may exceptionally conduct a personal trading of shares, bonds, etc. subject to transaction restrictions. (In the case of an Executive Director or a General Manager, an Officer in charge of the department approves. Hereinafter, the term “Employee, etc.” shall be deemed to be replaced with “Executive Director” or “General Manager”.)

A compelling reason is the purpose of gaining cash to cover medical expenses, home purchase expenses, ceremonial and funeral expenses, educational expenses, etc. through the sale of shares, bonds, etc. It should be noted that reasons such as investment and asset management are not compelling in the purchase of shares, bonds, etc.

3. The application and approval referred to in 1 or 2 above shall be subject to the following: However, applications by temporary staff employees may be made orally, and applications are not required for retired employees, etc.
 - (1) An Employee, etc. shall prepare an “Application for Sale and Pledge of Shares, Bonds, etc.” (Form 2. below is the application form), attach it to an e-mail, and send it to the General Manager of the department to which they belong (or the Officer in charge of the department).

(Note) Only for employees, etc. who do not have an e-mail address, print the “Application for Sale and Pledge of Shares, Bonds, etc. (Form 2)” and submit it to the General Manager of the department to which they belong (or the Officer in charge of the department).
 - (2) The General Manager of the department (or the Officer in charge of the department) who received the application shall confirm that the department has not obtained insider information about the company described in the application form, that the application does not fall under the prohibitions set forth in Section 3, that the compelling reason is appropriate in the case of 2 above, and other inspection items described in the application form, and attach the electronic seal to the application form to an e-mail, and send the Information Control Team, the Wholesale Compliance Office, Compliance Department to cc. (insider.comp@mizuho-bk.co.jp) and notify the employee, etc. of the completion of approval.

The file is stored in the folder of the General Manager of the department.

File name: “Application for personal Trading (0000 (Name of Member, etc.)) Storage until yyyy/mm/dd”

(Note) When a printed application form is used, the General Manager (or the Officer in charge of the department) who receives the application confirms that the department has not obtained insider information concerning the company described in the application form, that it does not fall under the prohibitions set forth in Section 3, that the compelling reason is appropriate in the case of 2. above, and other inspection items described in the application

form, and after stamping the application form, returns a copy to the relevant employee, etc. The General Manager (or the Officer in charge of the department) converts the application into a PDF file and sends it by e-mail to the Information Control Team (insider.comp@mizuho-bk.co.jp), the Wholesale Compliance Office, Compliance Department. The original application shall be kept in a special folder kept by the General Manager of the department.

- (3) Not obtaining insider information shall be confirmed by using **AITOS**¹. If insider information concerning the company described in the application form exists in the department, the General Manager of the department (or the Officer in charge of the department) shall instruct the employee, etc. not to carry out the personal trading.
4. Employees, etc. must not engage in personal trading prior to receiving the notification of completion of approval set forth in 3(2) above from the General Manager (or the Officer in charge of the department).
5. The expiration date of a written application shall be 10 business days including the date of application. If the employee, etc. wishes to conduct a personal trading after the application expires, he/she shall again send an application form to the General Manager of the department to which he/she belongs (or the Officer in charge of the department).
6. If the department obtains new insider information concerning the company described in the application within the validity period of the application, the General Manager (or the Officer in charge of the department) shall immediately contact the employee, etc. and instruct him/her not to conduct a personal trading.
7. If the General Manager (or the Officer in charge of the department) is away on vacation or business trip, the Compliance Manager in charge of Legal Compliance Management may receive and approve the application and report it to the Compliance Department on its behalf.
8. The General Manager of the department shall retain the written applications for three years after the expiration of the valid period.
9. The General Manager or the Compliance Manager of each department shall check appropriateness of exceptional procedures that the employees, etc. have taken for personal trading of restricted share, bonds, etc.

Section 7 Rules for Personal Trading of Concurrent Employees

1. In the case where a person who concurrently holds positions with Mizuho Bank, Mizuho Trust & Banking, Mizuho Securities, etc. conduct a personal trading of shares, bonds, etc., this procedure and the procedures of said entity with which the person concurrently holds positions shall be followed regardless of the entity to which he/she mainly belongs.
2. A person who concurrently holds multiple positions in our company is subject to the rules of personal trading of the principal and concurrent positions. However, a Compliance Manager in each department, who also holds a position with Compliance Department, is not subject to personal trading rules of Compliance Department.
3. As a general rule, a person who holds a concurrent position with other departments of other entities or in our company is required to file an application form for each department to which they belong. However, if the departments to which the application is to be filed satisfy both of the following conditions A and B, the application may be filed in a single form (“simultaneous application”). For more details, refer to the example of entries on the form.

A, Same approver

¹ Anti-Insider Trading Operation System, by which our company comprehensively manages the insider information that it holds and the insiders thereof.

B, that the trading restriction categories set forth in Section 8 are the same;

Since Mizuho Financial Group, Mizuho Bank, and Mizuho Trust & Banking have the same application form for personal trading, when a person who holds a concurrent position files an application at the same time, the form specified by the principal place of affiliation should be used.

Section 8 List of Restricted Departments under “Rules for Personal Trading of Shares, etc. by Employees, etc.”

[Omitted]

[Translation]
Regulations Pertaining to the Financial Transactions of Executives

Effective from April 2, 2007

As amended on April 1, 2024

Article 1: Objective

These regulations establish provisions that must be observed by executives* of Mizuho Financial Group, Inc. (hereafter “MHFG”) regarding the sale or purchase, etc., of shares, etc., and transactions of financial products (hereafter the “financial transactions”) to ensure fairness in the performance of their duties.

*Throughout these regulations, the term “executives” refers to persons holding the position of a director (excluding outside directors) or an executive officer, including those who have been named to such a position, but have yet to take it up, and those who have been named as candidates for such a position.

Article 2: Prohibition of Illicit Use of Information

Executives of MHFG must not engage in illicit investments or personal gain, including insider trading, by using undisclosed information that they obtained through their duties.

Article 3: Prohibition on Activities with a Conflict of Interest

Executives of MHFG shall bear responsibility for being faithful to their duties and shall make appropriate decisions to secure the best profits for MHFG. As such, the executives must not be involved in private investments or businesses that may impede these duties.

Article 4: Prohibition on the Use of Position

Executives of MHFG must not enjoy personal gain through use of their duties or position.

Article 5: Prohibition of Sale or Purchase, etc., of Shares, etc.

Executives of MHFG (including ex-executives who retired during the last one year period), in principle, must not engage in selling, buying or other transactions of the shares, etc., in their own names or in the name of a third party, regardless of their possession of insider information, except for buying the shares of MHFG through a stock ownership plan in compliance with the requirements of applicable law and regulations.

Article 6: Financial Transactions with the Mizuho Group Companies

- (1) Executives of MHFG, in principle, must not engage in the financial transactions with an entity belonging to the Mizuho group (hereafter the “Mizuho group company”), in their own name or in the name of a third party, except for general financial products widely and publicly sold.
- (2) Executives of MHFG, in principle, must not engage in re-trading of any financial products that they purchased from any Mizuho group companies and hold in their own name or in the name of a third party after the termination of the relevant contract due to expiration of the contract period or other reason, except for general financial products widely and publicly sold.
- (3) In the case where there is a possibility that the trading violates Articles 2, 3, or 4 of these regulations, executives of MHFG must not engage in trading general financial products widely and publicly sold by any Mizuho group companies in their own name or in the name of a third party.

Article 7: Financial Transactions with Companies Not Belonging to the Mizuho Group

Executives of MHFG, in principle, shall voluntarily refrain from engaging in the financial transactions with companies not belonging to the Mizuho group in their own name or in the name of a third party, which may cause issues from the viewpoint of ensuring fairness in the performance of their duties, except for general financial products widely and publicly sold.

Article 8: Submission of a General Declaration

Executives of MHFG must submit the prescribed “General Declaration”, regardless of engaging in the financial transactions, to MHFG by the date separately specified in the detailed rules or on its request.

Article 9: Notification of Trading for Unavoidable Reasons

Executives of MHFG must submit the prescribed “Notification and Declaration” in advance to MHFG when engaging in the financial transactions prohibited, in principle, by Articles 5 or 6 of these regulations for unavoidable reasons.

Article 10: Revision and Termination

These regulations shall be revised or terminated by resolution of the board of directors; provided, however, that to the extent that no substantive change is required to the content of these regulations, amendments to these regulations associated with changes to the organization or names of entities, etc., may be determined by the president and chief executive officer of MHFG.

Article 11: Detailed Rules

Detailed rules for these regulations shall be determined by the president and chief executive officer of MHFG.

Article 12: Division with Jurisdiction

The division with jurisdiction over these regulations shall be the Executive Secretariat.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form F-3 No. 333-266555) of Mizuho Financial Group, Inc. and in the related Prospectus of our reports dated June 26, 2024, with respect to the consolidated financial statements of Mizuho Financial Group, Inc., and the effectiveness of internal control over financial reporting of Mizuho Financial Group, Inc., included in this Annual Report (Form 20-F) for the year ended March 31, 2024.

/s/ Ernst & Young ShinNihon LLC

Tokyo, Japan
June 26, 2024

MIZUHO FINANCIAL GROUP, INC.

Recovery Policy for Executive Compensation

(As Adopted on October 30, 2023 Pursuant to NYSE Rule 303A.14)

1. Overview. The Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Mizuho Financial Group, Inc. (the “*Company*”) has adopted this Recovery Policy for Executive Compensation (the “*Policy*”) to be effective on December 1, 2023 which requires the recoupment of certain incentive-based compensation in accordance with the terms herein and is intended to comply with Section 303A.14 of The New York Stock Exchange Listed Company Manual, as such section may be amended from time to time (the “*Listing Rules*”). Capitalized terms not otherwise defined herein shall have the meanings assigned to such terms under Section 3 of this Policy.

2. Interpretation, Administration and Determination. The Committee shall have full authority to interpret and enforce the Policy; provided, however, that the Policy shall be interpreted in a manner consistent with its intent to meet the requirements of the Listing Rules. As further set forth in Section 10 below, this Policy is intended to supplement any other compensation recovery policies and procedures that the Company may have in place from time to time pursuant to other applicable law, plans, policies or agreements. Any determination by the Committee with respect to the Policy shall be final, conclusive and binding on all interested parties.

3. Defined Terms.

“*Covered Executives*” shall mean Executive Officers subject to this Policy pursuant to Section 4 below.

“*Erroneously Awarded Compensation*” shall mean the amount of Incentive Compensation actually Received that exceeds the amount of Incentive Compensation that otherwise would have been Received had it been determined based on the restated amounts, and computed without regard to any taxes paid. For Incentive Compensation based on stock price or total shareholder return, where the amount of erroneously awarded Incentive Compensation is not subject to mathematical recalculation directly from the information in a Restatement:

(a) The calculation of Erroneously Awarded Compensation shall be based on a reasonable estimate of the effect of the Restatement on the stock price or total shareholder return upon which the Incentive Compensation was Received; and

(b) The Company shall maintain documentation of the determination of that reasonable estimate and provide such documentation to the Exchange.

“*Exchange*” shall mean The New York Stock Exchange.

“*Executive Officer*” shall mean, with respect to the Company, (i) its president, (ii) its principal financial officer, (iii) its principal accounting officer (or if there is no such accounting officer, the controller), (iv) any vice-president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), (v) any other officer who performs a policy-making function, or (vi) any other person who performs similar policy-making functions for the Company. Executive officers of the Company’s subsidiaries shall be deemed Executive Officers if they perform such policy-making functions for the Company. Policy-making function is not intended to include policy-making functions that are not significant. For the Company, Executive Officer includes, at least, its executive officers as defined in the Companies Act of Japan.

“**Financial Reporting Measures**” shall mean measures that are determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, and any measures that are derived wholly or in part from such measures, including, without limitation, stock price and total shareholder return (in each case, regardless of whether such measures are presented within the Company’s financial statements or included in a filing with the Securities and Exchange Commission).

“**Fiscal Year**” shall mean the Company’s fiscal year.

“**Incentive Compensation**” shall mean any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure, and may include, but shall not be limited to, cash bonuses and performance-linked stock compensation. Incentive Compensation does not include (i) awards that are granted, earned and vested exclusively upon completion of a specified employment or appointment period, without any performance condition, and (ii) bonus awards that are discretionary or based on subjective goals or goals unrelated to Financial Reporting Measures. Notwithstanding the foregoing, compensation amounts shall not be considered “Incentive Compensation” for purposes of the Policy unless such compensation is Received (1) while the Company has a class of securities listed on the Exchange and (2) on or after October 2, 2023, the effective date of the Listing Rules.

Incentive Compensation shall be deemed “**Received**” in the Fiscal Year during which the Financial Reporting Measure specified in the Incentive Compensation award is attained, even if the payment or grant of the Incentive Compensation occurs after the end of that Fiscal Year.

“**Restatement**” shall mean an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the Company’s previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

“**Restatement Date**” shall mean the date that the Company is required to prepare a Restatement under the Policy, which is the earlier to occur of (i) the date that the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare a Restatement or (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare a Restatement.

4. Applicability. The Policy applies to each current and former Executive Officer of the Company who serves or served as an Executive Officer at any time during a Fiscal Year in respect of which Incentive Compensation is Received, to the extent that any portion of such Incentive Compensation is (a) Received by the Executive Officer during the last three completed Fiscal Years preceding the Restatement Date (regardless of whether any such Restatement is actually filed) and (b) determined to have included Erroneously Awarded Compensation.

5. Recovery of Erroneously Awarded Compensation. If any Erroneously Awarded Compensation is Received by a Covered Executive, the Company shall reasonably promptly take steps to recover such Erroneously Awarded Compensation in a manner described under Section 6 of this Policy.

6. Forms of Recovery. The Committee shall determine, in a manner that effectuates the purpose of the Listing Rules, one or more methods for recovering any Erroneously Awarded Compensation hereunder in accordance with Section 5 above, which may include, without limitation: (a) requiring cash reimbursement; (b) seeking recovery or forfeiture of any gain realized on the vesting, exercise, settlement, sale, transfer or other disposition of any equity-based awards; (c) offsetting the amount to be recouped from any compensation otherwise owed by the Company to the Covered Executive; (d) cancelling outstanding vested or unvested equity

awards; or (e) taking any other remedial and recovery action permitted by law, as determined by the Committee. To the extent the Covered Executive refuses to pay to the Company an amount equal to the Erroneously Awarded Compensation, the Company shall have the right to sue for repayment and/or enforce the Covered Executive's obligation to make payment through the reduction or cancellation of outstanding and future compensation.

7. Exceptions to the Recovery Requirement. Notwithstanding anything in this Policy to the contrary, Erroneously Awarded Compensation need not be recovered pursuant to this Policy if the Committee (or, if the Committee is not composed solely of outside directors as defined in the Companies Act of Japan ("*Outside Directors*"), a majority of the Outside Directors serving on the Board) determines that recovery would be impracticable as a result of any of the following:

(a) the direct expense paid to a third party to assist in enforcing the Policy would exceed the amount to be recovered; provided that, before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on expense of enforcement, the Company must make a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to recover, and provide that documentation to the Exchange;

(b) recovery would violate any law of Japan where that law was adopted prior to November 28, 2022; provided that, before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on violation of any law of Japan, the Company must obtain an opinion of the Company's Japanese counsel, acceptable to the Exchange, that recovery would result in such a violation, and must provide such opinion to the Exchange; or

(c) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and the regulations thereunder or similar applicable Japanese laws and regulations.

8. No Indemnification. The Company shall not indemnify any Covered Executive against the loss of any Erroneously Awarded Compensation for which the Committee has determined to seek recoupment pursuant to this Policy.

9. Amendment and Termination. The Policy may be amended by the Committee from time to time, to the extent permitted under the Listing Rules. This Policy shall no longer be effective on and after the date on which the Company no longer has a class of securities publicly listed on the Exchange or otherwise the date on which the Listing Rules will become no longer applicable to the Company.

10. Non-Exclusivity. Nothing in the Policy shall be viewed as limiting the right of the Company or the Committee to pursue additional remedies or recoupment under or as required by any other similar policy adopted by the Company or under the Company's compensation plans, award agreements, employment agreements or similar agreements or the applicable provisions of any law, rule or regulation (collectively, "*Similar Policies*") which may require or permit recoupment to a greater degree or with respect to additional compensation as compared to this Policy. Any amounts recouped under any Similar Policies that would be recoupable under this Policy shall count toward any required recoupment under this Policy, and vice versa.

11. Successors. The Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives to the extent permitted by applicable law.

Adopted on: October 30, 2023

Effective from: December 1, 2023