

June 30, 2011

To whom it may concern

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**Matters Concerning Controlling Shareholders, etc.**

Mizuho Securities, Co., Ltd. (“MHSC”) announces that the matters concerning controlling shareholders, etc. for MHSC’s “controlling companies”, Mizuho Financial Group, Inc. (“MHFG”) and Mizuho Corporate Bank, Ltd. (“MHCB”), are as follows.

- a. Trade names, etc. of the controlling companies, controlling shareholders (excluding controlling companies) or other related parties

(As of Mar 31, 2011)

Company name	Relationship	Voting rights ownership percentage (%)			Financial instruments exchange, etc. in which the issued and outstanding shares are listed
		Direct Ownership	Rights to be Added	Total	
Mizuho Financial Group, Inc.	Controlling company	0.00	59.49	59.49	First Section of Tokyo Stock Exchange First Section of Osaka Securities Exchange New York Stock Exchange (USA)
Mizuho Corporate Bank, Ltd.	Same as above	59.45	0.00	59.45	Unlisted

- b. Name of the controlling company that has the largest influence on MHSC and the reasons for the selection

Name of the controlling company that has the largest influence on MHSC	Mizuho Financial Group, Inc.
Reasons	MHFG is in a position to exercise ultimate influence on MHSC and it is also the holding company that can determine the strategic direction of the financial group.

c. The position of MHSC in the financial group of the controlling companies, etc., and other relationships between MHSC and the controlling companies, etc.

<p>(i) The position of MHSC in the financial group of the controlling companies, etc., and business relationships, personal relationships and capital ties with the controlling companies, etc. and their group companies</p>	<p>MHFG, which is the holding company of the financial group, and MHCB, which is a wholly-owned subsidiary of MHFG, are the controlling companies that hold the majority of the voting rights of MHSC, directly or indirectly.</p> <p>MHSC provides high value-added financial services as a full-line securities company of the global corporate group within the Mizuho Group of which MHFG is the financial holding company.</p> <p>Also, as of June 30, 2011, one (1) corporate director, among the thirteen (13) board members of MHSC (of which eight (8) are directors and five (5) are corporate auditors), holds the concurrent post as a corporate auditor of MHFG.</p>
<p>(ii) Business restrictions, risks and merits arising from being the member company of the financial group of controlling companies, etc., and the effects on the management and business activities from business relationships, personal relationships and capital ties, etc. with the controlling companies, etc. and their group companies</p>	<p>As MHCB and MHFG, as the holding company, hold the majority of the voting rights of MHSC, it is possible that the management policies of the controlling companies may have an impact on MHSC's decisions regarding its own management policies.</p>
<p>(iii) Views and measures concerning establishment of certain independence from the controlling companies, etc. despite business restrictions arising from being the member company of the financial group of controlling companies, etc., and the effects on the management and business activities from business relationships, personal relationships and capital ties, etc. with the controlling companies, etc. and their group companies</p>	<p>Although MHSC engages in business operations utilizing its strong full-line client base from wholesale to retail, its strong management base as a securities company with close ties with banks, its outstanding product development/proposal capabilities, and the global network of the Mizuho Group, MHSC also formulates independent management strategies in order to enhance its independence with regard to its business activities from the controlling companies.</p> <p>Because only one (1) board member among MHSC's thirteen (13) board members holds a concurrent post with MHSC and MHFG, MHSC considers that it is in a position where it can make independent management decisions.</p>
<p>(iv) Status of establishment regarding certain independence from controlling companies, etc.</p>	<p>MHSC aims to broaden the business base by strengthening the cooperative network within the financial group of the controlling companies. However, as the separation of business from the controlling companies and other companies within the Mizuho Group is clarified, MHSC considers that there are no obstacles that inhibit its freedom to engage in business activities in terms of its relationships with the controlling companies or other companies of the Mizuho Group, and as the circumstances of the board member holding a concurrent post with MHSC and MHFG do not inhibit independent management decisions, MHSC considers that its independence from the controlling companies has been established. Also, MHSC has made a decision to become a wholly-owned subsidiary of MHCB and signed a share exchange agreement in order to further enhance the "group collective capabilities" by integrating group-wide business operations, optimizing management resources, such as workforce and branch network, and accelerating the implementation of the Transformation Program.</p>

d. Matters concerning transactions with controlling shareholders, etc. (from April 1, 2010 to March 31, 2011)

Relationship	Company name	Address	Paid-in capital (in millions of yen)	Principal business	Voting rights ownership percentage (%)	Type of relations		Description of transactions	Value of transactions (in millions of yen)	Account	Period end balance (in millions of yen)	
						Concurrent post of directors, etc.	Business relations					
Controlling company	Mizuho Corporate Bank, Ltd.	Chiyoda -ku, Tokyo	1,404,065	Banking	Direct 59.45	Employment transfer (acceptance) Four (4)	Borrowings	Loans payable	45,989 (Note 1)	Short-term borrowings	67,700	
									1,000	Long-term borrowings	194,100	
								Interest expenses	3,985	Prepaid expenses	-	
										Accrued expenses	360	
									Purchase of securities	4,123,434	Unsettled trades payable	50,118
									Sale of securities	2,973,736	Unsettled trades payable	30,354
									Insured debt guarantee (Note 2)	409,612	-	-
									Guarantee Commission	82	Accrued expenses	21

(Terms of transactions and the method of determining terms of transactions, etc.)

The terms of transactions for loans payable, sale/purchase of securities and securities lending/borrowings are determined in consideration of market interest rates, etc.

Note 1) Figure shown is average month-end balance due to short-term marketable transaction

Note 2) Insured debt guarantee is based on keep-well agreement of Euro Medium Term Note Program

e. The implementation status of the measures to protect minority shareholders during transactions, etc. with the controlling shareholders

With respect to transactions with other companies in the Mizuho Group, including MHFG and MHCB, which are the controlling companies, MHSC has established a system to check the terms of such transactions, including an internal monitoring system. Specifically, with respect to transactions with other companies in the Mizuho Group, based on the internal regulations, etc., as well as a self-check to ensure that transactions are not conducted with terms which may be disadvantageous to MHSC in comparison with the general transaction terms by the relevant department, MHSC established a internal compliance system whereby the relevant compliance department monitors, and it is verified that transactions that would violate the protection of minority shareholders are not conducted.

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