

MIZUHO FINANCIAL GROUP INC  
Form 6-K  
June 01, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**

**PURSUANT TO RULE 13a-16 OR 15d-16**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of May 2010**

**Commission File Number 001-33098**

**Mizuho Financial Group, Inc.**

(Translation of registrant's name into English)

**5-1, Marunouchi 2-chome**

**Chiyoda-ku, Tokyo 100-8333**

**Japan**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_ .



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 31, 2010

Mizuho Financial Group, Inc.

By: /s/ Takeo Nakano

Name: Takeo Nakano

Title: Managing Executive Officer / CFO

[Translation]

(Securities Code: 8411)

May 31, 2010

To Shareholders

Takashi Tsukamoto

President & CEO

Mizuho Financial Group, Inc.

5-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo

**CONVOCATION NOTICE OF**  
**THE 8TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Sirs/Madams:

Notice is hereby given that the 8th Ordinary General Meeting of Shareholders of Mizuho Financial Group, Inc. (the Company) will be held as set forth below. You are cordially invited to attend the meeting.

If you are not able to attend the meeting, we request that you exercise your voting rights in one of the following ways. After examining the reference materials for the ordinary general meeting of shareholders set forth below (pages 5 through 12), please refer to the Guidance Notes on the Exercise of the Voting Rights (pages 3 through 4) and exercise your voting rights no later than 5:00 p.m. on Monday, June 21, 2010.

[Exercise of Voting Rights in Writing]

By returning to us the voting form enclosed herewith on which your approval or disapproval is indicated.

[Exercise of Voting Rights by Electromagnetic Method (Using the Internet, etc.)]

By accessing the website for exercising voting rights specified by the Company (<http://www.it-soukai.com/>) and exercising your voting rights using the Code for the exercise of voting rights and the Password provided on the voting form enclosed herewith in accordance with the directions on the screen.

Description

1. Date and Time: 10:00 a.m. on Tuesday, June 22, 2010
2. Place: Hall A, Tokyo International Forum  
5-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo

3. Purpose:

Report Item: Report on the Business Report for the 8th fiscal year (from April 1, 2009 to March 31, 2010), on the consolidated financial statements, the financial statements, and on the Results of Audit of the Consolidated Financial Statements by the Independent Auditors and the Board of Corporate Auditors

Matters to be Resolved:

<Company's Proposals (Proposals 1 through 3)>

Proposal 1: Disposal of surplus

Proposal 2: Appointment of three (3) Directors

Proposal 3: Appointment of two (2) Corporate Auditors

<Shareholders' Proposals (Proposals 4 and 5)>

Proposal 4: Amendment to the Articles of Incorporation (Prohibition of financing for MBO to be made at a low price)

Proposal 5: Amendment to the Articles of Incorporation (Disclosure of compensation paid to each officer)

End of Notice

\* \* \* \* \*

§ Upon arrival at the meeting, please submit the voting form enclosed herewith to the reception at the entrance to the meeting place. In the case of attendance by proxy, you may arrange to do so by appointing as a proxy one of the shareholders holding and being entitled to use voting rights at this general meeting of shareholders, after submitting the document certifying the authority of such proxy.

§ Any corrections made to the reference materials for the ordinary general meeting of shareholders, the attached documents, and the documents titled (Reference) shall be notified by being posted on the Company's website (<http://www.mizuho-fg.co.jp/investors/stock/meeting.html>).

**Guidance Notes on the Exercise of the Voting Rights**

This is to introduce the procedure to exercise voting rights of shareholders of the Company in writing or by electromagnetic method (using the Internet, etc.).

[Exercise of Voting Rights in Writing]

Please indicate your approval or disapproval for the proposals on the voting form enclosed herewith and return the voting form to us so that it reaches us by no later than 5:00 p.m. on Monday, June 21, 2010. In the event that your approval or disapproval of any proposal is not indicated on the voting form, company's proposals shall be deemed to have been approved and shareholders' proposals shall be deemed to have been disapproved, as the case may be.

[Exercise of Voting Rights by Electromagnetic Method (using the Internet, etc.)]

1. Items Required to be Agreed on for the Exercise of Voting Rights via the Internet

If you wish to exercise your voting rights via the Internet, please make sure to exercise your voting rights by no later than 5:00 p.m. on Monday, June 21, 2010 pursuant to the following terms:

- (1) You may exercise your voting rights via the Internet only through the website for exercising voting rights specified by the Company (see 2.(1) below).
- (2) When exercising your voting rights via the Internet, the Code for the Exercise of Voting Rights and the Password described in the voting form enclosed with this convocation notice are required. The Code for the Exercise of Voting Rights and the Password will be renewed and sent to you for every general meeting of shareholders to be held in the future.
- (3) If you exercise your voting rights twice, in writing and via the Internet, we will only accept the exercise of your voting rights via the Internet as effective.
- (4) If you exercise your voting rights more than once via the Internet, we will only accept the last exercise of your voting rights as effective.
- (5) The cost of Internet access (access fees to providers, telecommunications fees, etc.) will be borne by the shareholders.

2. Specific Procedures to Exercise Your Voting Rights via the Internet

- (1) Access the website for exercising voting rights specified by the Company (<http://www.it-soukai.com/> or <https://daiko.mizuho-tb.co.jp/>). Please note that you will not be able to access the above URL between 3:00 a.m. and 5:00 a.m. during the exercise period.

\* You may access the website for exercising voting rights by scanning the QR Code (shown to the right) with the bar-code scanner of your cellular phone. For the details for this operation, please refer to the instruction manual of your cellular phone.

Image of  
the QR  
Code

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- (2) Enter the Code for the Exercise of Voting Rights and the Password and click on the Log-in button.
- (3) Exercise your voting rights by following the directions on the screen.

3. System Requirements

(1) If Using a Personal Computer

§ Personal Computer  
Windows® computer (PDAs and game machines are not supported.)

§ Browser  
Microsoft® Internet Explorer 5.5 or higher

§ Internet Environment  
It is a requirement that you have Internet access such as through a contract with an Internet service provider.

§ Monitor Resolution  
1024 × 768 pixels or higher is recommended.

(2) If Using a Cellular Phone

§ Cellular Phone  
Phone types capable of 128bitSSL telecommunications (encrypted communication) and able to provide one of the following three services:  
i-mode ; EZweb ; or Yahoo! Keitai . (Some phone types do not have this capability.)

- \* Microsoft and Windows are registered trademarks or trademarks of Microsoft Corporation in the United States and other countries.
- \* i-mode is a registered trademark of NTT DoCoMo, Inc.
- \* EZweb is a registered trademark of KDDI CORPORATION.
- \* Yahoo! is a registered trademark or a trademark of Yahoo! Inc. of the United States.
- \* QR Code® is a registered trademark of DENSO WAVE INCORPORATED.

4. Security

You may exercise your voting rights safely due to the encryption technology (SSL128bit) used to protect your voting information from being intercepted and tampered with.



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In addition, the code for the exercise of voting rights and the password described in the voting form are very important to authenticate shareholders, so please ensure that you do not disclose them to other people. Please note that the Company does not and will not make any inquiries regarding your password.

### 5. For Inquiries with respect to the Exercise of Voting Rights via the Internet

Please contact:

Internet Help Dial

Stock Transfer Agency Department

Mizuho Trust & Banking Co., Ltd.

Telephone: 0120-768-524 (toll-free number)

Operating Hours: 9:00 a.m. to 9:00 p.m. (excluding Saturdays, Sundays and national holidays)

[To Institutional Investors]

The electronic voting platform for institutional investors operated by Investor Communications Japan Inc., which was established by the Tokyo Stock Exchange, Inc., etc., is available for custodian banks and any other nominal shareholders (including standing proxies) that have applied to use such platform in advance.

[Translation]

**Reference Materials for the Ordinary General Meeting of Shareholders**

Proposals and Reference Matters:

&lt;Company's Proposals (Proposals 1 through 3) &gt;

Proposals 1 through 3 have been submitted by the Company.

Proposal 1: Disposal of surplus

The Company has pursued strengthening of stable capital base and steady returns to shareholders as its disciplined capital management, and has been putting more priority on strengthening of stable capital base, considering global discussions about capital adequacy and the uncertainty of economic and market trends.

Based on the policy mentioned above, with respect to the dividends from the surplus at the end of this fiscal year, the Company proposes the following dividends from the surplus.

No other disposal of the surplus is being made.

1. Type of Distributed Assets  
Cash

2. Matters related to Allotment of Distributed Assets and Aggregate Amount thereof  
With respect to common stock, the Company proposes to make cash dividend payments of JPY 8 per share, which is a decrease of JPY 2 from the previous fiscal year.

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

	Amount of Dividend per Share	Aggregate Amount of Dividends
Common Stock	JPY 8	JPY 123,880,004,776
Eleventh Series Class XI Preferred Stock	JPY 20	JPY 9,985,620,000
Thirteenth Series Class XIII Preferred Stock	JPY 30	JPY 1,100,700,000
Total		JPY 134,966,324,776

3. Effective Date of Dividends from Surplus  
June 22, 2010

Proposal 2: Appointment of three (3) Directors

The term of office of Mr. Takashi Tsukamoto, Director, will expire at the closing of this ordinary general meeting of shareholders, and Mr. Tetsuji Kosaki, Director, has resigned from his position as a Director in advance, and Mr. Terunobu Maeda, Director, will resign from his position as a Director shortly. Accordingly, the Company proposes the appointment of three (3) Directors.

The candidates for Directors are as follows:

Candidate	Name	Brief Personal Record, Status of Major Concurrent Office, and		Number of Shares of Stock of the Company held
No.	(Date of Birth)	Title and Assignment in the Company		
1	Takashi Tsukamoto (August 2, 1950)	April 1974	Joined The Dai-Ichi Kangyo Bank, Limited	72,140 Shares of Common Stock
		April 2002	Executive Officer / General Manager of Human Resources Division of Mizuho Corporate Bank, Ltd.	
		March 2003	Managing Executive Officer / Head of Risk Management Group, Head of Human Resources Group and General Manager of Post-retirement Counseling of the Company	
		February 2004	Managing Executive Officer / Head of Risk Management Group and Head of Human Resources Group	
		April 2004	Managing Executive Officer / Head of Europe, Middle East and Africa of Mizuho Corporate Bank, Ltd.	
		March 2006	Managing Director / Chief Strategy Officer and Chief Financial Officer	
		April 2007	Deputy President	
		April 2008	Deputy President-Executive Officer / Head of Financial Control and Accounting Group of the Company	
		April 2008	President & CEO of Mizuho Financial Strategy Co., Ltd. (until April 2009)	
		June 2008	Deputy President / Head of Financial Control and Accounting Group of the Company	
		April 2009	President & CEO / Head of Human Resources Group	
		April 2010	President & CEO (current)	
		(Status of Major Concurrent Office)		
		Not applicable		

Candidate	Name	Brief Personal Record, Status of Major Concurrent Office, and		Number of Shares of Stock of the Company held
No.	(Date of Birth)		Title and Assignment in the Company	
2	Setsu Onishi (December 4, 1955)	April 1978	Joined The Industrial Bank of Japan, Limited	147,440
		April 2005	Executive Officer / General Manager of Corporate Banking Division No.14 of Mizuho Corporate Bank, Ltd.	Shares of Common Stock
		April 2007	Managing Executive Officer / Head of Global Syndicated Finance Unit, Head of Global Financial Products Unit	
		April 2010	Deputy President - Executive Officer / Head of Internal Audit Group of the Company (current)	
		(Status of Major Concurrent Office)		
		Not applicable		
3	Takeo Nakano (June 28, 1956)	April 1980	Joined The Fuji Bank, Limited	62,000
		April 2004	Senior Corporate Officer of Financial Control & Accounting Group of Mizuho Corporate Bank, Ltd.	Shares of Common Stock
		April 2007	Executive Officer / General Manager of Kobunacho Branch of Mizuho Bank, Ltd.	
		April 2009	Managing Executive Officer / Head of Risk Management Group, Head of Compliance Group and In charge of Financial Control and Accounting Group of the Company	
		April 2010	Managing Executive Officer / Head of Financial Control and Accounting Group (current)	
		April 2010	President & CEO of Mizuho Financial Strategy Co., Ltd. (current)	
		(Status of Major Concurrent Office)		
		President & CEO of Mizuho Financial Strategy Co., Ltd.		

Proposal 3: Appointment of two (2) Corporate Auditors

The term of office of Mr. Masahiro Seki, Corporate Auditor, will expire at the closing of this ordinary general meeting of shareholders, and Mr. Tsuneo Muneoka will resign from his position as a Corporate Auditor at the closing of this ordinary general meeting of shareholders. Accordingly, the Company proposes the appointment of two (2) Corporate Auditors.

The candidates for Corporate Auditors are as set forth below.

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

Candidate	Name	Brief Personal Record, Status of Major Concurrent Office, and		Number of Shares of Stock of the Company held
No.	(Date of Birth)		Title in the Company	
1	Shuzo Haimoto (June 27, 1954)	April 1978 April 2003 March 2006 April 2007 April 2010	Joined The Industrial Bank of Japan, Limited General Manager of Human Resources of the Company Executive Officer, General Manager of Human Resources Managing Director of Mizuho Bank, Ltd. Advisor (current)	142,000 Shares of Common Stock
		(Status of Major Concurrent Office) Not applicable		
2	Masahiro Seki (September 11, 1934)	April 1959 June 1987 February 1990  June 1997 October 2000 April 2001 June 2002  April 2004 June 2006  June 2006	Joined Deloitte Haskins & Sells, Tokyo Office General Representative Senior Managing Director of International Affairs of Deloitte Touche Tohmatsu Senior Researcher of the Japanese Institute of Certified Public Accountants Visiting Professor of Graduate School of International University of Japan Professor of Graduate School (until March 2004) President of the non-profit organization, Japanese Institute of International Accounting Education (until June 2006) Established Seki Certified Public Accountants Senior Advisor of the non-profit organization, Japanese Institute of International Accounting Education (current) Outside Corporate Auditor of the Company (current)	1,000 Shares of Common Stock
		(Status of Major Concurrent Office) <i>Seki Konin Kaikeishi Jimusho</i> (Seki Certified Public Accountants)		

(Notes) 1. Mr. Shuzo Haimoto, one of the candidates for Corporate Auditor, has accepted to assume the office of Corporate Auditor immediately after the closing of this ordinary general meeting of shareholders, following his retirement from his position as an Advisor of Mizuho Bank, Ltd.

2. Mr. Masahiro Seki is a candidate for outside corporate auditor as provided for in Article 2, Paragraph 3, Item 8 of the Enforcement Regulations of the Company Law of Japan.
  
3. Reasons for Appointment of Candidates for Outside Corporate Auditors, Independence as Outside Corporate Auditors and Liability Limitation Agreements with Outside Corporate Auditors

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

The Company proposes to appoint Mr. Masahiro Seki based on its conclusion that he will be able to contribute to maintaining and improving the corporate governance level of the Company by making use of his high degree of expertise gained through his experience as a Japanese-qualified certified public accountant. Although he has not been engaged in management of a company other than in his career as an outside corporate auditor, the Company believes he will fulfill the audit duties of the Company appropriately due to his high degree of expertise. Four (4) years will have passed since his assumption of the office of Outside Corporate Auditor of the Company as of the closing of this ordinary general meeting of shareholders.

(2) Liability Limitation Agreements with Outside Corporate Auditors

The Company has entered into a liability limitation agreement with Mr. Masahiro Seki, a candidate for Outside Corporate Auditor, a summary of which is provided in the (3) Liability Limitation Agreement of 3. Matters Regarding Outside Officers in the Business Report.

<Shareholders Proposals (Proposals 4 and 5) >

Proposals 4 and 5 have been submitted by a shareholder. The number of voting rights of the shareholder who submitted such proposals (one shareholder) is 300.

Proposal 4: Amendment to the Articles of Incorporation (Prohibition of financing for MBO to be made at a low price)

#### Details of Proposal

It is proposed that the following provisions be added to the Articles of Incorporation:

The Company shall not finance an MBO falling under any of the following categories:

- (i) an MBO in which the offer is made to purchase shares at a price less than the net asset value (or, if a liquidation value is obtained, less than such liquidation value) per share; or
  
- (ii) an MBO in which the offer is made to purchase shares at a price less than the average price during the past several years.

#### Reasons for Proposal

An MBO is a type of transaction in which the management of a company compulsorily purchases shares from its shareholders, and the director(s) of a company, who are supposed to represent the interests of shareholders, are the purchaser(s) of such shares, thereby constituting a conflict of interest. Therefore, unfair deals are often found in MBO transactions, and in the case of Charle Co., Ltd., the purchase price was reduced by its officers. In addition, it was held by the Supreme Court of Japan that compulsory purchases at a price lower than the fair price were made in the case of Rex Holdings Co., Ltd. and the case of Sunstar Inc.

It is obvious that, theoretically, the purchase price should not be below the net asset value (liquidation value) per share, and it is also objectively clear that a purchase at a price lower than the average price in the past deprives shareholders of their expectant rights and is an unfair deal. Taking part in such MBO would cause a decrease in the Company's credit and consequently, the Company's corporate value would be impaired.

#### Opinion of the Board of Directors of the Company

The Board of Directors of the Company **opposes this proposal**.

As set forth in Article 52-21, Paragraph 1, of the Banking Law and Article 2 of the Articles of Incorporation of the Company, the Company is only engaged in operation and management of subsidiaries and in other businesses incidental thereto as a bank holding company, and is not allowed to engage in businesses to provide financing.

Furthermore, when our banking subsidiaries, etc. provide financing, they are consistently aware of the high level of its responsibility to the public and its mission to society as a comprehensive financial services group, and make decisions on funding from a comprehensive perspective based on thorough examination of the use of funds, source and method of repayments, amount of financing, securing the repayments (obtaining collateral/security interests) or other similar criteria, and not through across-the-board uniform standards.

Accordingly, the Board of Directors is of the opinion that it is unnecessary to add the provisions proposed above to the Articles of Incorporation.

Proposal 5: Amendment to the Articles of Incorporation (Disclosure of compensation paid to each officer)

Details of Proposal

It is proposed that the following provisions be added to the Articles of Incorporation:

The amount of compensation and/or bonus to be paid to Directors and Corporate Auditors during each fiscal year shall be described and disclosed on an individual basis for such Directors and Corporate Auditors, irrespective of whether or not the respective amounts exceed one hundred (100) million yen in reference materials attached to the convocation notice of the general meeting of shareholders held with respect to such fiscal year.

Reasons for Proposal

It is the responsibility of officers, who are entrusted with the management of a company by its shareholders, to disclose the amount of compensation for such officers. Taking the initiative in the disclosure of the compensation paid to the officers will enable the Company to be regarded as a corporation that ensures transparent management and is eager to disclose information, will contribute to the improvement of the Company's international credibility, and will consequently result in greater fulfillment of the interests of shareholders in the form of increased corporate value.

A similar proposal to this one was also made to the general meeting of shareholders of Sony Corporation in 2007 and was agreed to by its shareholders holding 44.3% of the voting shares.

Opinion of the Board of Directors of the Company

The Board of Directors of the Company **opposes this proposal.**

The Company has strictly managed the compensation to be paid to Directors and Corporate Auditors, the amounts of which are to be within the prescribed limits that were resolved at general meetings of shareholders and are to be determined, with respect to the compensation for Directors, pursuant to the resolutions of the Board of Directors and, with respect to the compensation for Corporate Auditors, through consultations among Corporate Auditors, adequately and deliberately taking into account various circumstances, such as social and economic conditions. In that process, the Company has established a Compensation Committee made up of Directors including Outside Directors to advise the Board of Directors and invited opinions, etc. of the Outside Directors, in order to ensure transparency and objectivity in matters of Directors compensation.



Moreover, regarding disclosure, the Company has continuously disclosed in its Business Reports, properly, in accordance with laws and regulations, the respective aggregate amounts of compensation, etc. paid to Directors and Corporate Auditors and the respective number of such Directors and Corporate Auditors.

As above, the determination procedures and disclosure of compensation of Directors and Corporate Auditors have been carried out appropriately, and there is no possibility that the interests of shareholders will be damaged.

The Company will continue to make efforts to make appropriate disclosure on the basis of general trends in respect of corporate disclosure.

Accordingly, the Board of Directors is of the opinion that it is unnecessary to add such provision requiring the disclosure of compensation of each individual, as proposed above, to the Articles of Incorporation of the Company.

-End of Document-

Access to the 8th Ordinary General Meeting of Shareholders Site

Place: Hall A, Tokyo International Forum

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

Telephone: +81-3-5221-9000

The nearest stations:

JR Line	one-minute walk from Yurakucho Station five-minute walk from Tokyo Station (The underground concourse of the Tokyo International Forum, B1 level, is directly accessible from Tokyo Station, Keiyo Line, via the underground passageway.)
Subway	The underground concourse of the Tokyo International Forum, B1 level, is directly accessible from Yurakucho Station, Yurakucho Line, via the underground passageway.

[Map]

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

[Translation]

**Voting Form**

To: Mizuho Financial Group, Inc.  
 Shareholder Number \_\_\_\_\_ Number of Exercisable Voting Rights \_\_\_\_\_  
\*\*\*units  
 With respect to each proposal at the 8th Ordinary General Meeting of Shareholders of Mizuho Financial Group, Inc. to be held as of June 22, 2010 (including related meetings due to postponements or adjournments), I hereby exercise my voting rights as set forth in the form below (Approval or disapproval is indicated by circling Approval or Disapproval. )

[ ], 2010

Proposal	Company's Proposals (Excluding the candidates stated below)			Proposal 3	Shareholders' Proposals	
	Proposal 1	Proposal 2	(Excluding the candidates stated below)		Proposal 4	Proposal 5
Indication of Approval or Disapproval	Approval Disapproval	Approval Disapproval		Approval Disapproval	Approval Disapproval	Approval Disapproval

In the event that your approval or disapproval of any proposal is not indicated on the form, company's proposals shall be deemed to have been approved and shareholders' proposals shall be deemed to have been disapproved, as the case may be.  
 Mizuho Financial Group, Inc.

FG 008

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

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

NOTICE

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If you attend the general meeting of shareholders, please submit this voting form without cutting off this portion to the reception at the entrance to the meeting place.

2. If you are not able to attend the general meeting of shareholders, we request that you exercise your voting rights in one of the following ways.

(a) Exercise of voting rights in writing

Please cut off this portion and return the left voting form to us so as to reach us by no later than 5:00 p.m. on June 21, 2010 on which your approval or disapproval is indicated.

(b) Exercise of voting rights by electromagnetic method (using the internet, etc.)

Please access the website indicated below for exercising voting rights and exercise your voting rights via the internet by no later than 5:00 p.m. on June 21, 2010 following the directions on the screen.

3. As to indicating your approval or disapproval of Proposals 2 and 3, if you express a different opinion with respect to any of the candidates, please enter the number of the candidate stated in the Reference Materials for the Ordinary General Meeting of Shareholders attached to the Convocation Notice of the 8th Ordinary General Meeting of Shareholders.
4. Please clearly indicate your approval or disapproval by circling Approval or Disapproval under each proposal on the form with a black ball point pen.  
Website for exercising voting rights

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

Code for exercising voting rights

\*\*\*\*\*

Password

\*\*\*\*\*

Mizuho Financial Group, Inc.

[Translation]

(Securities Code: 8411)

**(Materials Attached to the Notice of Convocation of the 8th Ordinary General Meeting of Shareholders)**

**Report for the 8th Fiscal Year**

**(from April 1, 2009 to March 31, 2010)**

Mizuho Financial Group, Inc.

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