

MIZUHO FINANCIAL GROUP INC  
Form 6-K  
June 26, 2008

**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 June 2008.**

**Commission File Number 001-33098**

**Mizuho Financial Group, Inc.**

(Translation of registrant's name into English)

**5-5, Otemachi 1-chome**

**Chiyoda-ku, Tokyo 100-0004**

**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: June 26, 2008

Mizuho Financial Group, Inc.

By: /s/ Takashi Tsukamoto

Name: Takashi Tsukamoto

Title: Deputy President / CFO

[Translation]

June 26, 2008

To: Shareholders

Terunobu Maeda

President & CEO

Mizuho Financial Group, Inc.

5-5, Otemachi 1-chome, Chiyoda-ku, Tokyo

**NOTICE OF RESOLUTIONS OF**  
**THE 6TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Sirs/Madams:

Notice is hereby given that the reports were given and the resolutions were adopted at the 6th Ordinary General Meeting of Shareholders of Mizuho Financial Group, Inc. (the Company) held on the date hereof as set forth below.

Description

Report Item 1: Report on the Business Report for the 6th fiscal year (from April 1, 2007 to March 31, 2008), on the consolidated financial statements, and on the Results of Audit of the Consolidated Financial Statements by the Independent Auditors and the Board of Corporate Auditors

The details of the above were reported.

2: Report on the non-consolidated financial statements for the 6th fiscal year (from April 1, 2007 to March 31, 2008)

The details of the above were reported.

Matters to be Resolved:

Proposal 1: Disposal of surplus

This proposal was resolved and approved as originally proposed.

The amount of dividends on common stock at the end of this fiscal year was determined to be JPY ten thousand (10,000) per share. The amount of dividends on each class of preferred stock at the end of this fiscal year was also determined to be the prescribed dividend amounts, respectively.

Proposal 2: Allotment of shares or fractions of a share without consideration

This proposal was resolved and approved as originally proposed.

The same type of shares and fractions of a share will be respectively allotted to the shareholders and the holders of fractional shares who are registered or recorded in the register of shareholders, the register of beneficial shareholders or the register of fractional shares as of the end of the preceding day of the day on which the allotment of shares or fractions of a share without consideration becomes effective, depending on the number of shares of common stock, shares of each class of preferred stock and fractional shares held by the shareholders and the holders of fractional shares, without any additional consideration, and such allotment will be made at the rate of 999 shares per one (1) share, and 9.99 shares per every 0.01 of a share. In addition, the allotment of shares or fractions of a share without consideration is to become effective on the

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preceding day of the date the Settlement Rationalization Law becomes effective.

Proposal 3: Partial amendment to the Articles of Incorporation, Etc.

This proposal was resolved and approved as originally proposed.

The details of the amendment to the Articles of Incorporation, etc. are set forth below.

In order to lower the minimum investment amount to one-tenth (1/10) in conjunction with the adoption of the unit share system, the Company has resolved, at the meeting of the Board of Directors held on May 15, 2008, to make an amendment to the Articles of Incorporation, with which the number of shares constituting one (1) unit of shares will be reduced from 1,000 to 100, the effective date being the day preceding the date the Settlement Rationalization Law becomes effective.

Proposal 4: Appointment of two (2) Directors

Messrs. Takashi Tsukamoto and Tsuneo Morita, have each been newly appointed to assume the office of Director.

Proposal 5: Appointment of two (2) Corporate Auditors

Messrs. Tsuneo Muneoka and Masami Ishizaka have each been newly appointed to assume the office of Corporate Auditor. Mr. Masami Ishizaka is an outside corporate auditor as provided for in Article 2, Item 16 of the Company Law of Japan.

Proposal 6: Revision of the remuneration of Directors and Corporate Auditors, and determination of the amount and specific details of stock option remuneration

This proposal was resolved and approved as originally proposed.

With respect to the remuneration for Directors (including Outside Directors), it has been resolved and approved that such remuneration will be paid annually rather than monthly, and the maximum aggregate amount thereof, which is currently JPY 45 million per month, will be changed to JPY 540 million per year. In addition, it has been resolved and approved, as a separate category from the aforementioned remuneration for the Directors, to establish remuneration in the form of stock options (stock acquisition rights) in an amount not to exceed JPY 200 million per year for Directors (excluding Outside Directors) of the Company. The stock acquisition rights are stock compensation-type stock options under which the amount to be paid in per share that is to be issued or transferred upon the exercise of such stock acquisition rights shall be one (1) yen. The aforementioned amounts of remuneration do not include the salary for non-Directors related services paid to Directors who are also employees of the Company. With respect to the remuneration for Corporate Auditors, it has been resolved and approved that such remuneration will be paid annually rather than monthly, and the maximum aggregate amount thereof, which is currently JPY 15 million per month, will be changed to JPY 180 million per year.

Proposal 7: Grant of the retirement allowances to the retiring Directors and the retiring Corporate Auditor, and payment of lump-sum retirement allowances to the Directors and the Corporate Auditor, due to the abolishment of the retirement allowances program for Directors and Corporate Auditors

It has been resolved and approved to grant the retirement allowances to (i) each of Messrs. Masato Ono and Satoru Nishibori, the retiring Directors, and (ii) Mr. Shigeru Yamamoto, the retiring Corporate Auditor, to reward them for their services during their respective terms of office, in an amount not exceeding the applicable amount determined in accordance with the Company's established rules. In addition, it has been resolved and approved to give discretion to the Board of Directors (with respect to the retiring Directors) and the Corporate Auditors (with respect to the retiring Corporate Auditor) to determine the actual amount, timing of presentation, method and related details regarding the retirement allowance to be granted to the aforementioned retiring Directors and retiring Corporate Auditor, based on discussions within the Board of Directors and among the Corporate Auditors, respectively.

It has also been resolved and approved to grant a lump-sum retirement allowance to: (i) each of the following four (4) incumbent Directors: Messrs. Terunobu Maeda, Hiroshi Motoyama, Hiroshi Saito and Seiji Sugiyama and (ii) an incumbent Corporate Auditor, Mr. Yoshiaki Sugita, to reward them for their services during their years with the Company up to the close of this ordinary general meeting of shareholders, in an amount not exceeding the applicable amount determined in accordance with the Company's established rules. In addition, it has been resolved and approved that each of the allowances be granted at the time of retirement of each Director and Corporate Auditor, and to give discretion to the Board of Directors (with respect to the retiring Directors) and the Corporate Auditors (with respect to the retiring Corporate Auditor) to determine the actual amount and method of presentation, etc., of the allowance to the aforementioned Directors and Corporate Auditor, based on discussions within the Board of Directors and among the Corporate Auditors, respectively.

End

**Re: Payment of Dividends**

With respect to the dividends, if you designated an account to transfer the dividends to, the Company has made payment to your designated deposit account. If you did not designate your dividend transfer account, please find the enclosed "Notice of Postal Transfer Payment".

The Details of the Amendment to the Articles of Incorporation

(Changes are indicated by underline.)

**Articles of Incorporation before the Amendment**

**Articles of Incorporation after the Amendment**

**Article 5.**

**Article 5.**

*(Method of Public Notices)*

*(Method of Public Notices)*

Public notices by the Company shall be given in the *Nihon Keizai Shimbun*.

Public notices by the Company shall be given by electronic public notices; provided, however, that in the case where an electronic public notice is impracticable due to an accident or any other unavoidable reason, the same public notice of the Company may be given in the *Nihon Keizai Shimbun*.

**Article 6.**

**Article 6.**

*(Total Number of Authorized Shares)*

*(Total Number of Authorized Shares)*

The total number of shares which the Company is authorized to issue shall be 29,266,700 shares, and each total number of the classes of shares which the Company is authorized to issue shall be as set forth below; provided, however, that in the case where a cancellation of shares is made, the number of shares which the Company is authorized to issue shall be reduced by the number of shares so canceled:

The total number of shares which the Company is authorized to issue shall be 28,790,759,000 shares, and each total number of the classes of shares which the Company is authorized to issue shall be as set forth below; provided, however, that in the case where a cancellation of shares is made, the number of shares which the Company is authorized to issue shall be reduced by the number of shares so canceled:

Common stock:	<u>24,868,200</u> shares
Class XI preferred stock:	<u>1,398,500</u> shares
Class XII preferred stock:	<u>1,500,000</u> shares
Class XIII preferred stock:	<u>1,500,000</u> shares

Common stock:	<u>24,392,259,000</u> shares
Class XI preferred stock:	<u>1,398,500,000</u> shares
Class XII preferred stock:	<u>1,500,000,000</u> shares
Class XIII preferred stock:	<u>1,500,000,000</u> shares

**Article 7.**

*(Issuance of Share Certificates)*

The Company shall issue share certificates representing its issued stock.

(No change.)

**Article 9.**

*(Additional Purchase of Fractional Shares)*

As provided for in the Share Handling Regulations, any holder of fractional share shall be entitled to demand that the Company sell to the holder of fractional share the fraction of a share that would, together with the fractional share owned by such holder of fractional share, constitute one share.

(Deleted.)

(Newly established.)

**Article 9.**

*(Number of Shares Constituting one (1) Unit of Shares)*

The number of shares constituting one (1) unit of shares of the Company shall be one thousand (1,000) with respect to the common stock and each class of preferred stock, respectively.

**Article 10.**



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(Newly established.)

(Rights Pertaining to Shares Constituting Less Than One (1) Unit)

A shareholder of the Company may not exercise any rights, except for the rights set forth below (excluding the rights which may not be exercised as the rights pertaining to shares constituting one (1) unit of shares), with respect to shares constituting less than one (1) unit held by such shareholder:

1. The rights provided for in each item of Article 189, Paragraph 2 of the Law;

2. The right to make a request pursuant to Article 166, Paragraph 1 of the Law;

3. The right to receive an allotment of offered shares and offered stock acquisition rights in proportion to the number of shares held by such shareholder; and

4. The right to make a request provided for in the following Article.

Articles of Incorporation before the Amendment

(Newly established.)

**Article 10.**

*(Record Date)*

1. The Company shall deem shareholders having voting rights appearing in writing or electronically in the register of shareholders (including the register of beneficial shareholders; the same shall apply hereinafter) as of the end of March 31 of each year as the shareholders who are entitled to exercise their rights at the ordinary general meeting of shareholders for the relevant business year.

2. In addition to the preceding paragraph, the Company may temporarily set the record date whenever necessary, by a resolution of the Board of Directors and upon giving a prior public notice thereof.

**Article 11.**

*(Shareholder Register Manager, etc.)*

1. The Company shall appoint a shareholder register manager.

2. The shareholder register manager and its handling office shall be determined by a resolution of the Board of Directors, and a public notice shall be given with respect thereto.

3. The preparation and keeping of, and other operations relating to the register of shareholders, the register of stock acquisition rights and the register of lost share certificates of the Company shall be entrusted to the shareholder register manager and shall not be handled by the Company.

4. The Company shall appoint a transfer agent with respect to fractional shares, to which the preceding two (2) paragraphs shall apply *mutatis mutandis*.

Articles of Incorporation after the Amendment

**Article 11.**

*(Additional Purchase of Shares Constituting Less Than One (1) Unit)*

A shareholder of the Company may request the Company to sell to such shareholder a number of shares which will, when combined with the shares constituting less than one (1) unit already held by such shareholder, constitute one (1) unit of shares pursuant to the Share Handling Regulations.

**Article 12.**

*(Record Date)*

1. The Company shall deem shareholders having voting rights appearing in writing or electronically in the register of shareholders as of the end of March 31 of each year as the shareholders who are entitled to exercise their rights at the ordinary general meeting of shareholders for the relevant business year.

2. (No change.)

**Article 13.**

*(Shareholder Register Manager)*

1. (No change.)

2. (No change.)

3. (No change.)

(Deleted.)

**Articles of Incorporation before the Amendment**

**Article 12.**

*(Share Handling Regulations)*

Denominations of share certificates of the Company and, an entry, whether written or electronic, in the register of shareholder and the register of fractional share, a purchase and additional purchase of fractional shares, and other operations relating to shares and fractional shares and handling fees therefor and the method of request or notice by shareholders with respect to general meetings of shareholders shall be governed by the Share Handling Regulations prescribed by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.

**Article 13.**

*(Preferred Stock Dividends)*

1. In respect of dividends from its surplus provided for in Article 52, the Company shall distribute dividends from its surplus by cash on preferred stock (hereinafter referred to as the Preferred Stock Dividends ) in such amount as provided for below to shareholders of preferred stock (hereinafter referred to as the Shareholders of Preferred Stock ) or registered stock pledgees in respect of preferred stock (hereinafter referred to as the Registered Preferred Stock Pledgees ) in priority to holders of common stock (hereinafter referred to as the Shareholders of Common Stock ), registered stock pledgees in respect of common stock (hereinafter referred to as the Registered Common Stock Pledgees) or holders of fractional shares in respect of common stock; provided, however, that in the case where all or a part of the Preferred Stock Interim Dividends provided for in Article 14 have been paid in the relevant business year, the amount so paid shall be reduced accordingly:

Class XI preferred stock:

Amount decided by the resolution of the Board of Directors on the issuance of such stock, which amount shall not exceed 50,000 yen per share per year

Class XII preferred stock:

Amount decided by the resolution of the Board of Directors on the issuance of such stock, which amount shall not exceed 50,000 yen per share per year

**Articles of Incorporation after the Amendment**

**Article 14.**

*(Share Handling Regulations)*

An entry, whether written or electronic, in the register of shareholder, a purchase and additional purchase of shares constituting less than one (1) unit, and other operations relating to shares and handling fees therefor and the method of request or notice by shareholders with respect to general meetings of shareholders shall be governed by the Share Handling Regulations prescribed by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.

**Article 15.**

*(Preferred Stock Dividends)*

1. In respect of dividends from its surplus provided for in Article 54, the Company shall distribute dividends from its surplus by cash on preferred stock (hereinafter referred to as the Preferred Stock Dividends ) in such amount as provided for below to shareholders of preferred stock (hereinafter referred to as the Shareholders of Preferred Stock ) or registered stock pledgees in respect of preferred stock (hereinafter referred to as the Registered Preferred Stock Pledgees ) in priority to holders of common stock (hereinafter referred to as the Shareholders of Common Stock ) or registered stock pledgees in respect of common stock (hereinafter referred to as the Registered Common Stock Pledgees ); provided, however, that in the case where all or a part of the Preferred Stock Interim Dividends provided for in Article 16 have been paid in the relevant business year, the amount so paid shall be reduced accordingly:

Class XI preferred stock:

Amount decided by the resolution of the Board of Directors on the issuance of such stock, which amount shall not exceed 50 yen per share per year

Class XII preferred stock:

Amount decided by the resolution of the Board of Directors on the issuance of such stock, which amount shall not exceed 50 yen per share per year

Class XIII preferred stock:

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Class XIII preferred stock:

Amount decided by the resolution of the Board of Directors on the issuance of such stock, which amount shall not exceed 100,000 yen per share per year

Amount decided by the resolution of the Board of Directors on the issuance of such stock, which amount shall not exceed 100 yen per share per year

2. In a given business year, if all or a part of the Preferred Stock Dividends have not been paid to the Shareholders of Preferred Stock or Registered Preferred Stock Pledges, the unpaid amount shall not be accumulated for the subsequent business years.

2. (No change.)

3. The Company shall not distribute dividends from its surplus to any Shareholder of Preferred Stock or Registered Preferred Stock Pledgee, any amount in excess of the amount of the relevant Preferred Stock Dividends.

3. (No change.)

**Articles of Incorporation before the Amendment**

**Article 14.**

*(Preferred Stock Interim Dividends)*

In respect of interim dividends provided for in Article 53, the Company shall distribute dividends from its surplus by cash in one half of the amount of the Preferred Stock Dividends provided for in the main clause of Paragraph 1 of the preceding article (referred to as the Preferred Stock Interim Dividends in these Articles of Incorporation) to the Shareholders of Preferred Stock or Registered Preferred Stock Pledges in priority to the Shareholders of Common Stock, Registered Common Stock Pledges or holders of fractional shares in respect of common stock.

**Article 15.**

*(Distribution of Residual Assets)*

1. In respect of distribution of residual assets, the Company shall pay to the Shareholders of Preferred Stock or Registered Preferred Stock Pledges in priority to the Shareholders of Common Stock, Registered Common Stock Pledges or holders of fractional shares in respect of common stock in such amount as provided for below:

Classes XI through XIII preferred stock:

1,000,000 yen per share

2. No distribution of residual assets other than those provided for in the preceding paragraph shall be made to any Shareholder of Preferred Stock or Registered Preferred Stock Pledgee.

**Article 16. to Article 19.** (Omitted.)

**Article 20.**

*(Mandatory Acquisition of Preferred Stock)*

1. The Company may acquire any of Classes XI and XII preferred stock, in respect of which a request for acquisition has not been made during the Period for Acquisition Request, on the day immediately following the last day of such period (hereinafter referred to as the Mandatory Acquisition Date ) and instead, the Company shall deliver its own common stock to holders of the relevant preferred stock. In this case, 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 obtained by dividing the amount equivalent to the subscription money per one (1) share of the relevant preferred stock by the current market price of a share of the common stock of the Company; provided, however, that such current market price of a share of the common stock shall be the daily average price of closing prices (including the closing bid or offered price) of the common stock of the Company (in regular trading) as reported by the Tokyo Stock Exchange for the 30 consecutive trading days (excluding any trading day or days on which no closing prices or closing bids or offered prices are reported) commencing on the 45<sup>th</sup> trading day prior to the Mandatory Acquisition Date, and such calculation shall be made to

**Articles of Incorporation after the Amendment**

**Article 16.**

*(Preferred Stock Interim Dividends)*

In respect of interim dividends provided for in Article 55, the Company shall distribute dividends from its surplus by cash in one half of the amount of the Preferred Stock Dividends provided for in the main clause of Paragraph 1 of the preceding article (referred to as the Preferred Stock Interim Dividends in these Articles of Incorporation) to the Shareholders of Preferred Stock or Registered Preferred Stock Pledges in priority to the Shareholders of Common Stock or Registered Common Stock Pledges.

**Article 17.**

*(Distribution of Residual Assets)*

1. In respect of distribution of residual assets, the Company shall pay to the Shareholders of Preferred Stock or Registered Preferred Stock Pledges in priority to the Shareholders of Common Stock or Registered Common Stock Pledges in such amount as provided for below:

Classes XI through XIII preferred stock:

1,000 yen per share

2. (No change.)

**Article 18. to Article 21.** (No change.)

**Article 22.**

*(Mandatory Acquisition of Preferred Stock)*

1. The Company may acquire any of Classes XI and XII preferred stock, in respect of which a request for acquisition has not been made during the Period for Acquisition Request, on the day immediately following the last day of such period (hereinafter referred to as the Mandatory Acquisition Date ) and instead, the Company shall deliver its own common stock to holders of the relevant preferred stock. In this case, 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 obtained by dividing the amount equivalent to the subscription money per one (1) share of the relevant preferred stock by the current market price of a share of the common stock of the Company (with respect to the Eleventh Series of Class XI preferred stock, 1,000 yen; the same shall apply hereinafter); provided, however, that such current market price of a share of the common stock shall be the daily average price of closing prices (including the closing bid or offered price) of the common stock of the Company (in regular trading) as reported by the Tokyo Stock Exchange for the 30 consecutive

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units of ten (10) yen, and by rounding up to the nearest 100 yen when equal to or more than fifty (50) yen and disregarding amounts less than fifty (50) yen.

2. In respect of Classes XI and XII preferred stock, the number of common stock referred to in the preceding paragraph shall not exceed the number of shares obtained by dividing the amount equivalent to the subscription money per one (1) share of each such class of preferred stock by the minimum acquisition price determined by the resolution of the Board of Directors relating to the relevant issuance of the preferred stock.

3. In the calculation of the number of common stock provided for in the preceding two (2) paragraphs, any number less than one (1) share shall be treated pursuant to the provisions provided for in Article 234 of the Law.

trading days (excluding any trading day or days on which no closing prices or closing bids or offered prices are reported) commencing on the 45<sup>th</sup> trading day prior to the Mandatory Acquisition Date, and such calculation shall be made to units of 0.01 yen, and by rounding up to the nearest 0.1 yen when equal to or more than 0.05 yen and disregarding amounts less than 0.05 yen.

2. (No change.)

3. (No change.)

**Articles of Incorporation before the Amendment**

**Article 21. to Article 28.** (Omitted.)

**Article 29.**

*(General Meetings of Holders of Classes of Stock)*

1. Unless otherwise provided for by laws or regulations or these Articles of Incorporation, resolutions of a general meeting of holders of classes of stock shall be adopted by an affirmative vote of a majority of the voting rights held by the holders present at the meeting who are entitled to exercise their voting rights.

2. Resolutions provided for in Article 324, Paragraph 2 of the Law shall be adopted by an affirmative vote of not less than two-thirds (2/3) of the voting rights held by the holders present at the relevant meeting who shall hold in aggregate not less than one-third (1/3) of the voting rights of the holders entitled to exercise their voting rights.

3. The provisions of Articles 23 through 25 and 27 and the preceding Article shall apply *mutatis mutandis* to the general meetings of holders of classes of stock.

**Article 30. to Article 51.** (Omitted.)

**Article 52.**

*(Dividends from Surplus Approved by Resolution of Ordinary General Meeting of Shareholders)*

Dividends from the surplus approved by a resolution of an ordinary general meeting of shareholders shall be distributed to the shareholders or registered stock pledgees appearing in writing or electronically in the register of shareholders as of the end of March 31 of each year or to the holders of fractional shares appearing in writing or electronically in the register of fractional share as of the end of March 31 of each year.

**Article 53.**

*(Interim Dividends)*

The Company may, by a resolution of the Board of Directors, distribute interim dividends provided for in Article 454, Paragraph 5 of the Law to the shareholders or registered stock pledgees appearing in writing or electronically in the register of shareholders as of the end of September 30 of each year or to the holders of fractional share appearing in writing or electronically in the register of fractional share as of the end of September 30 of each year.

**Articles of Incorporation after the Amendment**

**Article 23. to Article 30.** (No change.)

**Article 31.**

*(General Meetings of Holders of Classes of Stock)*

1. (No change.)

2. (No change.)

3. The provisions of Articles 25 through 27 and 29 and the preceding Article shall apply *mutatis mutandis* to the general meetings of holders of classes of stock.

**Article 32. to Article 53.** (No change.)

**Article 54.**

*(Dividends from Surplus Approved by Resolution of Ordinary General Meeting of Shareholders)*

Dividends from the surplus approved by a resolution of an ordinary general meeting of shareholders shall be distributed to the shareholders or registered stock pledgees appearing in writing or electronically in the register of shareholders as of the end of March 31 of each year.

**Article 55.**

*(Interim Dividends)*

The Company may, by a resolution of the Board of Directors, distribute interim dividends provided for in Article 454, Paragraph 5 of the Law to the shareholders or registered stock pledgees appearing in writing or electronically in the register of shareholders as of the end of September 30 of each year.

Articles of Incorporation before the Amendment

Article 54.

*(Prescription for Payment of Dividends)*

(Omitted.)

(Newly established.)

Articles of Incorporation after the Amendment

Article 56.

*(Prescription for Payment of Dividends)*

(No change.)

**SUPPLEMENTARY PROVISIONS**

**Article 1.**

*(Effective Date)*

1. Amendments in relation to Article 6, Articles 9 through 11, Articles 13 through 17 (but with respect to Article 14, only the amended portion concerning the register of fractional shares, fractional shares and shares constituting less than one (1) unit), Article 22, Article 31, Article 54 and Article 55 of the Articles of Incorporation, the deletion of Article 9 of the Articles of Incorporation prior to the amendment, and the renumbering of the articles in conjunction with these amendments shall become effective on the day preceding the day on which the Law for Partial Amendments to the Law Concerning Book-entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks and Other Securities (Law No. 88 of 2004, the Settlement Rationalization Law ) is enforced.

2. The provisions of Article 6 of the Articles of Incorporation prior to the amendment shall be amended as set forth below and such amendments shall apply until the effective date set forth in the preceding paragraph.

**Article 6.**

*(Total Number of Authorized Shares)*

The total number of shares that the Company is authorized to issue shall be 28,790,759 shares, and each total number of the classes of shares that the Company is authorized to issue shall be as set forth below; provided, however, that in the case where a cancellation of shares is made, the number of shares that the Company is authorized to issue shall be reduced by the number of shares so canceled:

<u>Common stock:</u>	<u>24,392,259 shares</u>
<u>Class XI preferred stock:</u>	<u>1,398,500 shares</u>
<u>Class XII preferred stock:</u>	<u>1,500,000 shares</u>
<u>Class XIII preferred stock:</u>	<u>1,500,000 shares</u>

3. In the case where a cancellation of shares, as set forth in the proviso of Article 6 of the immediately preceding paragraph, is made before the effective date set forth in Paragraph 1, the number of shares so cancelled multiplied by one thousand (1,000) will be reduced from the total number of shares of the Company authorized to be issued and from the total number of shares in the relevant share class of the Company authorized to be issued as provided for in Article 6 of the Articles of Incorporation (i.e., Article 6 of the Articles of Incorporation which will become effective on the effective date stipulated in Paragraph 1).

4. Amendments to Article 12 and Article 14 (but with respect to Article 14, only the amended portion concerning share certificates) of the Articles of Incorporation shall become effective on the date the Settlement Rationalization Law becomes effective.



5. Amendments to Article 5 of the Articles of Incorporation and Paragraph 2 of this Article shall become effective when the proposed amendments to the Articles of Incorporation are approved at the sixth (6th) ordinary general meeting of shareholders.

**Article 2.**

*(Issuance of Share Certificates)*

In accordance with Article 6, Paragraph 1 of the supplementary provisions of the Settlement Rationalization Law, it is deemed to have been resolved that the Articles of Incorporation would be amended in order to abolish the provision of the Articles of Incorporation that the Company issue share certificates, of which the effective date being the date such Law becomes effective. Accordingly, the provisions of Article 7 of the Articles of Incorporation shall be abolished after such Law becomes effective.

**Article 3.**

*(Miscellaneous)*

These supplementary provisions shall be deleted after the Settlement Rationalization Law becomes effective.

-End-

The Details of the Amendments to the Terms and Conditions of the Eleventh Series of Class XI preferred stock and  
of the Thirteenth Series of Class XIII preferred stock

(Changes are indicated by underline.)

**Terms and Conditions before the Amendment**

The Eleventh Series of Class XI preferred stock

(10) Preferred Stock Dividends

(A) Eleventh Series of Class XI Preferred Stock Dividends

In case the Company makes dividends from its surplus as provided for in Article 52 of the Articles of Incorporation, the Company shall distribute such dividends on the Eleventh Series of Class XI Preferred Stock (hereinafter referred to as the Eleventh Series of Class XI Preferred Stock Dividends ) by cash in such amount per share of the Eleventh Series of Class XI Preferred Stock as provided for in (B) below to shareholders of the Eleventh Series of Class XI Preferred Stock (hereinafter referred to as the Shareholders of the Eleventh Series of Class XI Preferred Stock ) or registered stock pledgees in respect of the Eleventh Series of Class XI Preferred Stock (hereinafter referred to as the Registered Eleventh Series of Class XI Preferred Stock Pledgees ) in priority to holders of common stock (hereinafter referred to as the Shareholders of Common Stock ), registered stock pledgees in respect of common stock (hereinafter referred to as the Registered Common Stock Pledgees ) or holders of fractional shares in respect of common stock; provided, however, that in the case where all or a part of the Eleventh Series of Class XI Preferred Stock Interim Dividends provided for in (C) below have been paid in the relevant business year, the amount so paid shall be reduced accordingly.

**Terms and Conditions after the Amendment**

(10) Preferred Stock Dividends

(A) Eleventh Series of Class XI Preferred Stock Dividends

In case the Company makes dividends from its surplus as provided for in Article 54 of the Articles of Incorporation, the Company shall distribute such dividends on the Eleventh Series of Class XI Preferred Stock (hereinafter referred to as the Eleventh Series of Class XI Preferred Stock Dividends ) by cash in such amount per share of the Eleventh Series of Class XI Preferred Stock as provided for in (B) below to shareholders of the Eleventh Series of Class XI Preferred Stock (hereinafter referred to as the Shareholders of the Eleventh Series of Class XI Preferred Stock ) or registered stock pledgees in respect of the Eleventh Series of Class XI Preferred Stock (hereinafter referred to as the Registered Eleventh Series of Class XI Preferred Stock Pledgees ) in priority to holders of common stock (hereinafter referred to as the Shareholders of Common Stock ) or registered stock pledgees in respect of common stock (hereinafter referred to as the Registered Common Stock Pledgees ); provided, however, that in the case where all or a part of the Eleventh Series of Class XI Preferred Stock Interim Dividends provided for in (C) below have been paid in the relevant business year, the amount so paid shall be reduced accordingly.

**Terms and Conditions before the Amendment**

(B) Amount of Preferred Stock Dividends

20,000 yen per share per year.

(C) Preferred Stock Interim Dividends

In case the Company makes interim dividends as provided for in Article 53 of the Articles of Incorporation, the Company shall distribute dividends from its surplus by cash in one half (1/2) of the amount of the Eleventh Series of Class XI Preferred Stock Dividends provided for in (B) above (hereinafter referred to as the Eleventh Series of Class XI Preferred Stock Interim Dividends ) to the Shareholders of Eleventh Series of Class XI Preferred Stock or Registered Eleventh Series of Class XI Preferred Stock Pledgeses in priority to the Shareholders of Common Stock, Registered Common Stock Pledgeses or holders of fractional shares in respect of common stock.

(D) Non-cumulative clause

In any given business year, if all or a part of the Eleventh Series of Class XI Preferred Stock Dividends have not been paid to the Shareholders of the Eleventh Series of Class XI Preferred Stock or Registered Eleventh Series of Class XI Preferred Stock Pledgeses, the unpaid amount shall not be accumulated for the subsequent business years.

(E) Non-participation clause

The Company shall not distribute dividends from its surplus to any Shareholder of the Eleventh Series of Class XI Preferred Stock or any Registered Eleventh Series of Class XI Preferred Stock Pledgee, in excess of the amount of the relevant Eleventh Series of Class XI Preferred Stock Dividends.

(11) Distribution of Residual Assets

In case the Company makes a distribution of residual assets, the Company shall pay 1,000,000 yen per share of the Eleventh Series of Class XI Preferred Stock to the Shareholders of the Eleventh Series of Class XI Preferred Stock or Registered Eleventh Series of Class XI Preferred Stock Pledgeses in priority to the Shareholders of Common Stock, Registered Common Stock Pledgeses or holders of fractional shares in respect of common stock. No distribution of residual assets other than the distribution provided for in the preceding sentence shall be made to any Shareholder of the Eleventh Series of Class XI Preferred Stock or any Registered Eleventh Series of Class XI Preferred Stock Pledgee.

**Terms and Conditions after the Amendment**

(B) Amount of Preferred Stock Dividends

20 yen per share per year.

(C) Preferred Stock Interim Dividends

In case the Company makes interim dividends as provided for in Article 55 of the Articles of Incorporation, the Company shall distribute dividends from its surplus by cash in one half (1/2) of the amount of the Eleventh Series of Class XI Preferred Stock Dividends provided for in (B) above (hereinafter referred to as the Eleventh Series of Class XI Preferred Stock Interim Dividends ) to the Shareholders of Eleventh Series of Class XI Preferred Stock or Registered Eleventh Series of Class XI Preferred Stock Pledgeses in priority to the Shareholders of Common Stock or Registered Common Stock Pledgeses.

(D) Non-cumulative clause

(Unchanged)

(E) Non-participation clause

(Unchanged)

(11) Distribution of Residual Assets

In case the Company makes a distribution of residual assets, the Company shall pay 1,000 yen per share of the Eleventh Series of Class XI Preferred Stock to the Shareholders of the Eleventh Series of Class XI Preferred Stock or Registered Eleventh Series of Class XI Preferred Stock Pledgeses in priority to the Shareholders of Common Stock or Registered Common Stock Pledgeses. No distribution of residual assets other than the distribution provided for in the preceding sentence shall be made to any Shareholder of the Eleventh Series of Class XI Preferred Stock or any Registered Eleventh Series of Class XI Preferred Stock Pledgee.



**Terms and Conditions before the Amendment**

(14) Right of Request for Acquisition

(A) Period During Which a Request for Acquisition May be Made

The period during which any Shareholder of the Eleventh Series of Class XI Preferred Stock may request the Company to acquire the Eleventh Series of Class XI Preferred Stock shall be the period from July 1, 2008 through June 30, 2016.

(B) Conditions for Acquisition

During the period provided for in (A) above, any Shareholder of the Eleventh Series of Class XI Preferred Stock may request the Company to deliver common stock in the number calculated by the formula provided for in (C) below, at the acquisition price per share of the Eleventh Series of Class XI Preferred Stock calculated pursuant to (a) through (c) below, in exchange for acquisition by the Company of such Preferred Stock.

(a) Initial Acquisition Price

The initial acquisition price shall be the current market price of a share of the common stock as of July 1, 2008; provided, however, that, if the acquisition price so calculated is less 50,000 yen, the relevant acquisition price shall be 50,000 yen. The current market price set forth above shall mean the daily average price of closing prices (including the closing bid or offered price) of the common stock of the Company (in regular trading) as reported by the Tokyo Stock Exchange for the thirty (30) consecutive trading days (excluding any trading day or days on which no closing prices or closing bids or offered prices are reported) commencing on the forty-fifth (45th) trading day prior to July 1, 2008, and such calculation shall be made to units of ten (10) yen, by rounding up to the nearest 100 yen when equal to or more than fifty (50) yen and disregarding amounts less than fifty (50) yen.

(b) Reset of Acquisition Price

If the current market price of a share of the common stock on July 1 of each year from and including July 1, 2009 up to and including July 1, 2015 (each, hereinafter referred to as the Acquisition Price Reset Date ) is less than the acquisition price in effect on the date immediately preceding the relevant Acquisition Price Reset Date, the acquisition price shall be reset to the relevant current market price which shall become effective as of the relevant Acquisition Price Reset Date; provided, however, that if the relevant current market price is less than the amount equivalent to 60% of the initial acquisition price (such calculation shall be made to units of ten (10) yen, by rounding up to the nearest 100 yen when equal to or more than fifty (50) yen and disregarding amounts less than fifty (50) yen; however, subject to any adjustment in accordance with

**Terms and Conditions after the Amendment**

(14) Right of Request for Acquisition

(A) Period During Which a Request for Acquisition May be Made

(Unchanged)

(B) Conditions for Acquisition

(Unchanged)

(a) Initial Acquisition Price

(Unchanged)

(b) Reset of Acquisition Price

If the current market price of a share of the common stock on July 1 of each year from and including July 1, 2009 up to and including July 1, 2015 (each, hereinafter referred to as the Acquisition Price Reset Date ) is less than the acquisition price in effect on the date immediately preceding the relevant Acquisition Price Reset Date, the acquisition price shall be reset to the relevant current market price which shall become effective as of the relevant Acquisition Price Reset Date; provided, however, that if the relevant current market price is less than the amount equivalent to 60% of the initial acquisition price (such calculation shall be made to units of ten (10) yen, by rounding up to the nearest 100 yen when equal to or more than fifty (50) yen and disregarding amounts less than fifty (50) yen)

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(c) below) or 50,000 yen, then the acquisition price after reset shall be the higher of either such amounts (hereinafter referred to as the Acquisition Floor Price ). The current market price set forth above shall mean the daily average price of closing prices (including the closing bid or offered price) of the common stock of the Company (in regular trading) as reported by the Tokyo Stock Exchange for the thirty (30) consecutive trading days (excluding any trading day or days on which no closing prices or closing bids or offered prices are reported) commencing on the forty-fifth (45th) trading day prior to the relevant Acquisition Price Reset Date, and such calculation shall be made to units of ten (10) yen, by rounding up to the nearest 100 yen when equal to or more than fifty (50) yen and disregarding amounts less than fifty (50) yen.

yen; however, subject to any adjustment in accordance with (c) below) or fifty (50) yen, then the acquisition price after reset shall be the higher of either such amounts (hereinafter referred to as the Acquisition Floor Price ). The current market price set forth above shall mean the daily average price of closing prices (including the closing bid or offered price) of the common stock of the Company (in regular trading) as reported by the Tokyo Stock Exchange for the thirty (30) consecutive trading days (excluding any trading day or days on which no closing prices or closing bids or offered prices are reported) commencing on the forty-fifth (45th) trading day prior to the relevant Acquisition Price Reset Date, and such calculation shall be made to units of 0.01 yen, by rounding up to the nearest 0.1 yen when equal to or more than 0.05 yen and disregarding amounts less than 0.05 yen.

**Terms and Conditions before the Amendment**

(c) Adjustment of Acquisition Price

I After the issuance of the Eleventh Series of Class XI Preferred Stock, the acquisition price (including the Acquisition Floor Price) will be adjusted in accordance with the following formula (hereinafter referred to as the Acquisition Price Adjustment Formula ) in any of the following events. The calculation using the Acquisition Price Adjustment Formula shall be made to units of ten (10) yen, by rounding up to the nearest 100 yen when equal to or more than fifty (50) yen and disregarding amounts less than fifty (50) yen.

$$\begin{aligned}
 & \text{Acquisition price after adjustment} = \text{Acquisition price before adjustment} \times \left( \frac{\text{Number of shares of common stock already issued} + \frac{\text{Subscription to be newly issued share price per share}}{\text{Current market price per share}}}{\text{Number of shares of common stock already issued} + \text{to be newly issued}} \right)
 \end{aligned}$$

**Terms and Conditions after the Amendment**

(c) Adjustment of Acquisition Price

I After the issuance of the Eleventh Series of Class XI Preferred Stock, the acquisition price (including the Acquisition Floor Price) will be adjusted in accordance with the following formula (hereinafter referred to as the Acquisition Price Adjustment Formula ) in any of the following events. The calculation using the Acquisition Price Adjustment Formula shall be made to units of 0.01 yen, by rounding up to the nearest 0.1 yen when equal to or more than 0.05 yen and disregarding amounts less than 0.05 yen.

$$\begin{aligned}
 & \text{Acquisition price after adjustment} = \text{Acquisition price before adjustment} \times \left( \frac{\text{Number of shares of common stock already issued} + \frac{\text{Subscription to be newly issued share price per share}}{\text{Current market price per share}}}{\text{Number of shares of common stock already issued} + \text{to be newly issued}} \right)
 \end{aligned}$$