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ARTICLES OF INCORPORATION

OF

MIZUHO BANK, LTD.

June 22, 2023

ARTICLES OF INCORPORATION OF MIZUHO BANK, LTD.

CHAPTER I

GENERAL PROVISIONS

Article 1. (*Trade Name*)

The bank shall be called "*Kabushiki Kaisha Mizuho Ginko*" and in English, "Mizuho Bank, Ltd." (hereinafter referred to as the "Bank").

Article 2. (*Purpose*)

The purpose of the Bank shall be to engage in the following businesses:

- (1) Acceptance of deposits and installment savings, extending loans, discounting bills and notes, and exchange transactions;
- (2) Guarantee of obligations, acceptance of bills and notes, and any other business incidental to the banking business provided for in the preceding subparagraph;
- (3) Underwriting of, handling of offering and placing of, and sale and purchase of Japanese government bonds, municipal bonds, government-guaranteed bonds and other securities, and any other business which a bank is able to engage under the Financial Instruments and Exchange Law (*kinnyuu shouhin torihikihou*);
- (4) Any business which a bank is able to engage under the Secured Debentures Trust Law (*tanpotsuki shasai shinntakuhou*) and other laws; and
- (5) Any other business incidental or related to the foregoing.

Article 3. (*Head Office*)

The Bank shall have its head office in Chiyoda-ku, Tokyo.

Article 4. (*Organizations*)

The Bank shall establish the following organizations, in addition to the general meeting of shareholders and Directors.

- (1) Board of Directors;

- (2) Audit & Supervisory Committee; and
- (3) Accounting Auditors.

Article 5. (*Method of Public Notices*)

Public notices by the Bank shall be made electronically. Provided, if the Bank is unable to make any electronic public notice due to an accident or other unavoidable reason, the notice shall be given in the *Nihon Keizai Shimbun*.

CHAPTER II

SHARES

Article 6. (*Total Number of Authorized Shares*)

The total number of shares which the Bank is authorized to issue shall be 33,150,000 shares, and each total number of the classes of shares which the Bank 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 Bank is authorized to issue shall be reduced by the number of shares so canceled:

Common shares:

28,000,000 shares

Class IV preferred shares:

64,500 shares

Class VIII preferred shares:

85,500 shares

Class XIII preferred shares:

5,000,000 shares

Article 7. (*Issuance of Share Certificates*)

The Bank shall issue share certificates representing its issued shares.

Article 8. (*Restriction of Transfer of Shares*)

In respect of all classes of shares, acquisitions of any such shares by way of transfer shall require approval of the Board of Directors.

Article 9. (*Record Date*)

1. The Bank shall deem shareholders having voting rights and set forth or recorded 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. In addition to the preceding paragraph, the Bank may temporarily set the record date whenever necessary, by a resolution of the Board of Directors, or a determination of the Director(s) with the authority delegated by the Board of Directors, and upon giving a prior public notice thereof.

Article 10. (*Shareholder Register Manager*)

1. The Bank shall appoint a shareholder register manager.
2. The shareholder register manager and its handling office shall be designated by a resolution of the Board of Directors or a determination of the Director(s) with the authority delegated by the Board of Directors.
3. The preparation and keeping of, and other operations relating to the register of shareholders, the register of share warrants and the register of lost share certificates of the Bank shall be entrusted to the shareholder register manager and shall not be handled by the Bank.

Article 11. (*Share Handling Regulations*)

Denominations of share certificates of the Bank and, registry or record in the register of shareholder, and other operations relating to shares and handling fees therefor shall be governed by the Share Handling Regulations prescribed by the Board of Directors or the Director(s) with the authority delegated by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.

CHAPTER III

PREFERRED SHARES

Article 12. (*Preferred Share Dividends*)

1. In respect of dividends from its surplus provided for in Article 51 (except for interim dividends provided for in the same Article), the Bank shall distribute dividends from its surplus by cash on preferred shares to holders of preferred shares or registered share pledgees in respect of preferred shares of Classes IV and VIII in priority to holders of preferred shares or registered share pledgees in respect of preferred shares of Class XIII, and holders of common shares (hereinafter referred to as the "Shareholders of Common Shares") or registered share pledgees in respect of common shares (hereinafter referred to as the

“Registered Common Share Pledgees”); provided, however, that in case a whole or a part of Preferred Share Interim Dividends provided for in Article 13, Paragraph 1 have been paid in the relevant business year, the amount so paid shall be reduced accordingly :

Class IV preferred shares:	amount decided by the resolution of the Board of Directors of the Bank on the issuance of such shares, which amount shall not exceed 200,000 yen per share
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Class VIII preferred shares:	47,600 yen per share
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2. In respect of dividends from its surplus provided for in Article 51 (except for interim dividends provided for in the same Article), the Bank shall distribute dividends from its surplus by cash on preferred shares to holders of preferred shares or registered share pledgees in respect of preferred shares of Class XIII in priority to the Shareholders of Common Shares or Registered Common Share Pledgees; provided, however, that in case a whole or a part of Preferred Share Interim Dividends provided for in Article 13, Paragraph 2 have been paid in the relevant business year, the amount so paid shall be reduced accordingly:

Class XIII preferred shares:	amount decided by the resolution of the Board of Directors, or a determination of the Director(s) with the authority delegated by the Board of Directors, on the issuance of such shares, which amount shall not exceed 20,000 yen per share
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3. In a given business year, if all or a part of the dividends by cash from the Bank's surplus (hereinafter referred to as the “Preferred Share Dividends”) in such amount as provided for in the two preceding paragraphs of this Article have not been paid to holders of preferred shares (hereinafter referred to as the “Shareholders of Preferred Shares”) or registered share pledgees in respect of preferred shares (hereinafter referred to as the “Registered Preferred Share Pledgees”), the unpaid amount shall not be accumulated for the subsequent

business year or any time thereafter.

4. The Bank shall not distribute dividends from its surplus to any Shareholders of Preferred Shares or Registered Preferred Share Pledges, any amount in excess of the amount of the relevant Preferred Share Dividends.

Article 13. (*Preferred Share Interim Dividends*)

1. In respect of interim dividends provided for in Article 51, the Bank shall distribute dividends from its surplus by cash in one-half (1/2) of the amount of the Preferred Share Dividends provided for in the main clause of Paragraph 1 of the preceding article to the Shareholders of Preferred Shares or Registered Preferred Share Pledges in respect of preferred shares of Classes IV and VIII in priority to the Shareholders of Preferred Shares or Registered Preferred Share Pledges in respect of preferred share of Class XIII, and the Shareholders of Common Shares or Registered Common Share Pledges.
2. In respect of interim dividends provided for in Article 51, the Bank shall distribute dividends from its surplus by cash in one-half (1/2) of the amount of the Preferred Share Dividends provided for in the main clause of Paragraph 2 of the preceding article (with the monies to be paid in accordance with the preceding paragraph and this paragraph being referred to as the "Preferred Share Interim Dividends" in these Articles of Incorporation) to the Shareholders of Preferred Shares or Registered Preferred Share Pledges in respect of preferred shares of Class XIII in priority to the Shareholders of Common Shares or Registered Common Share Pledges.

Article 14. (*Distribution of Residual Assets*)

1. In respect of distribution of residual assets, the Bank shall pay to the Shareholders of Preferred Shares or Registered Preferred Share Pledges in respect of preferred shares of Classes IV and VIII in priority to the Shareholders of Preferred Shares or Registered Preferred Share Pledges in respect of preferred shares of Class XIII, and the Shareholders of Common Share or Registered Common Share Pledges in the amount of 2,000,000 yen per share.
2. In respect of distribution of residual assets, the Bank shall pay to the Shareholders of Preferred Shares or Registered Preferred Share Pledges in respect of preferred shares of Class XIII in priority to the Shareholders of Common Shares or Registered Common Share Pledges in the amount of 200,000 yen per share.

3. No distribution of residual assets other than those provided for in the preceding two paragraphs shall be made to any Shareholder of Preferred Shares or Registered Preferred Share Pledgees.

Article 15. (*Voting Rights*)

The Shareholders of Preferred Shares shall not have voting rights at a general meeting of shareholders; provided, however, that the Shareholders of Preferred Shares in respect of preferred shares of Classes IV and VIII may have voting rights from the date of an ordinary general meeting of shareholders, in the case where a proposal on the Preferred Share Dividends is not submitted to such ordinary general meeting of shareholders (except in the case where a resolution of a general meeting of shareholders is passed to grant the Preferred Share Dividends or a resolution of the Board of Directors to pay the Preferred Share Dividends is made pursuant to the provisions of Article 50 between the last day of the business year and the date of such ordinary general meeting of shareholders), or immediately after the closing of an ordinary general meeting of shareholders, in the case where a proposal on the Preferred Share Dividends is rejected at such ordinary general meeting of shareholders, until, in either case, such time as a resolution of a general meeting of shareholders is passed to grant the Preferred Share Dividends or a resolution of the Board of Directors to pay the Preferred Share Dividends is made pursuant to the provisions of Article 50.

Article 16. (*Consolidation or Split of Preferred Shares, and Rights to Receive Allotment of Shares, etc.*)

1. The Bank may consolidate or split any preferred shares.
2. The Bank shall not grant the Shareholders of Preferred Shares any rights to receive allotment of shares, share warrants, bonds with share warrants, or share warrants and bonds, either of which are capable of being transferred separately from the others, and shall not make any free allotment of any share warrants for the Shareholder of Preferred Shares.

Article 17. (*Right of Request for Acquisition*)

Any Shareholder of Preferred Shares in respect of preferred shares of Classes IV, VIII and XIII may request the Bank to deliver common shares in the number calculated by the formula provided for in Attachments 1 to 3, in exchange for acquisition by the Bank of such preferred shares during such period in which request such acquisition of such

preferred shares may be made as provided for in Attachments 1 to 3.

Article 18. (*Acquisition of Preferred Shares*)

1. The Bank may, on or after March 15, 2011, acquire any of preferred shares of Classes IV, VIII and XIII , in whole or in part, on the date separately determined by a resolution of the Board of Directors or a determination of the Director(s) with the authority delegated by the Board of Directors, and the Bank shall deliver its own common shares in the number calculated by the formula provided for in Attachments 1 to 3 to the Shareholder of Preferred Shares in respect of the relevant preferred shares.
2. In the case of a partial acquisition pursuant to the preceding paragraph, such acquisition shall be made by way of lottery or pro rata allocation.

Article 19. (*Order of Priority*)

Preferred shares of Classes IV and VIII authorized to be issued by the Bank shall rank *pari passu* with each other in respect of the payment of the Preferred Share Dividends and the Preferred Share Interim Dividends, and the distribution of residual assets.

CHAPTER IV

GENERAL MEETINGS OF SHAREHOLDERS

Article 20. (*Convocation of General Meetings of Shareholders*)

An ordinary general meeting of shareholders of the Bank shall be convened no later than three (3) months from the last day of each business year and an extraordinary general meeting of shareholders shall be convened whenever necessary.

Article 21. (*Place where General Meetings of Shareholders shall be Convened*)

General meetings of shareholders shall be convened within the wards of Tokyo.

Article 22. (*Person Authorized to Convene General Meetings of Shareholders and the Chairperson of the Meeting*)

1. The President shall convene and preside over the general meeting of shareholders.
2. In case where the President is unable to perform his/her duties, one of the other Director(s) in the order previously determined by the Board of Directors shall

convene and preside over such general meeting of shareholders.

Article 23. (*Method of Adopting Resolutions*)

1. Unless otherwise provided for by laws or regulations or these Articles of Incorporation, resolutions of a general meeting of shareholders shall be adopted by an affirmative vote of a majority of the voting rights held by the shareholders present at the meeting who are entitled to exercise their voting rights.
2. Resolutions of a meeting of shareholders governed by Article 309, Paragraph 2 of the Companies Law of Japan (the "Law") shall be adopted by an affirmative vote of not less than two-thirds (2/3) of the voting rights held by the shareholders present at the relevant meeting who shall hold in aggregate not less than one-third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights.

Article 24. (*Voting by Proxy*)

1. Shareholders may exercise their voting rights at the relevant general meeting of shareholders by one (1) proxy who shall also be a shareholder of the Bank holding voting rights at such meeting.
2. The shareholder or his/her proxy shall submit to the Bank a document evidencing the authority of the proxy to act as proxy at each general meeting of shareholders.

Article 25. (*Minutes of General Meetings*)

The minutes of general meetings of shareholders shall be prepared in writing or by electromagnetic file as provided for in laws and regulations.

Article 26. (*General Meetings of Holders of Classes of Shares*)

1. Unless otherwise provided for by laws or regulations or these Articles of Incorporation, resolutions of a general meeting of holders of classes of shares 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 21, 22, 24 and the preceding Article shall apply *mutatis mutandis* to the general meetings of holders of classes of shares.

CHAPTER V

DIRECTORS AND BOARD OF DIRECTORS

Article 27. *(Number)*

The Bank shall have not more than twenty (20) Directors.

Article 28. *(Method of Election)*

1. The Director(s) shall be elected at a general meeting of shareholders, while making a distinction between the Directors who are Audit & Supervisory Committee Members and other Directors (hereinafter referred to as the "Directors who are not Audit & Supervisory Committee Members").
2. A resolution for the election of Director(s) shall be adopted by an affirmative vote of a majority of the voting rights held by the shareholders present at the relevant meeting who shall hold in aggregate not less than one-third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights.
3. Cumulative voting shall not be used for the election of Director(s).

Article 29. *(Method of Dismissal)*

1. A resolution for the dismissal of Director(s) who are not Audit & Supervisory Committee Members shall be adopted by an affirmative vote of a majority of the voting rights held by the shareholders present at the relevant general meeting of shareholders who shall hold in aggregate not less than one-third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights.
2. A resolution for the dismissal of Director(s) who are Audit & Supervisory Committee Members shall be adopted by an affirmative vote of not less than two-thirds (2/3) of the voting rights held by the shareholders present at the relevant general meeting of shareholders who shall hold in aggregate not less than one-third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights.

Article 30. *(Term of Office)*

1. The terms of office of Director(s) who are not Audit & Supervisory Committee Members shall expire at the closing of the ordinary general meeting of shareholders concerning the last business year ending within one (1) year after their election.

2. The terms of office of Director(s) who are Audit & Supervisory Committee Members shall expire at the closing of the ordinary general meeting of shareholders concerning the last business year ending within two (2) years after their election.

Article 31. *(Representative Director(s) and Director(s) with Titles)*

1. The Representative Director(s) shall be appointed from among the Directors who are not Audit & Supervisory Committee Members by a resolution of the Board of Directors.
2. The President shall be appointed from among the Directors who are not Audit & Supervisory Committee Members by a resolution of the Board of Directors.
3. The Board of Directors may, by its resolutions, appoint Chairperson(s), Deputy Chairperson(s), Deputy President(s), and Managing Director(s) from among the Directors who are not Audit & Supervisory Committee Members.

Article 32. *(The Duty of the President)*

The President shall oversee the operations of the Bank.

Article 33. *(Person Authorized to Convene Meetings of the Board of Directors and Chairperson of the Meeting)*

1. Unless otherwise provided for by laws or regulations, the President shall convene and preside over the meeting of the Board of Directors.
2. In case where the President is unable to perform his/her duties, one of the other Director(s) in the order previously determined by the Board of Directors shall convene and preside over such meeting of the Board of Directors.

Article 34. *(Notice to Convene Meetings of the Board of Directors)*

1. Notice to convene a meeting of the Board of Directors shall be given to each Director not less than three (3) days prior to the date set for such meeting; provided, however, that in cases of emergency, such period may be shortened.
2. A meeting of the Board of Directors may be held without taking the procedures of convocation with the consent of all the Directors.

Article 35. *(Method of Adopting Resolutions of the Board of Directors)*

1. Resolutions of a meeting 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, unless

otherwise provided for by laws or regulations.

2. Notwithstanding the provisions of the preceding paragraph, in cases 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 36. (*Delegation of Decisions on Execution of Important Operations*)

Pursuant to the provisions of Article 399-13, Paragraph 6 of the Law, the Bank may delegate to Director(s) all or part of decisions on the execution of important operations (excluding matters stipulated in the items in Paragraph 5 of the said Article) by the resolution of the Board of Directors.

Article 37. (*Minutes of Meetings of the Board of Directors*)

The minutes of the meetings of the Board of Directors shall be prepared in writing or by electromagnetic file as provided for in laws and regulations, the Director(s) present thereat shall affix their names and seals thereon, or electronic signatures thereto.

Article 38. (*Regulations of the Board of Directors*)

Matters concerning the Board of Directors shall be governed by the Regulations of the Board of Directors prescribed by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.

Article 39. (*Remuneration of Directors, Etc.*)

The remuneration, bonuses or other proprietary interests to be received by Directors from the Bank as compensation for performance of their duties shall be decided by a resolution of a general meeting of shareholders, while making a distinction between the Directors who are Audit & Supervisory Committee Members and other Directors.

Article 40. (*Liability Limitation Agreements with Outside Director(s)*)

Pursuant to the provisions provided for in Article 427, Paragraph 1 of the Law, the Bank may enter into liability limitation agreements with any Outside Director which limit the liability provided for in Article 423, Paragraph 1 of the Law to the higher of either (i) the pre-determined amount not less than twenty million (20,000,000) yen or (ii) the amount prescribed in laws and regulations, provided that such Outside Director is bona fide and without gross negligence in performing his/her duty.

CHAPTER VI

AUDIT & SUPERVISORY COMMITTEE

Article 41. (*Authority of Audit & Supervisory Committee*)

The Audit & Supervisory Committee shall determine the matters stipulated by laws and regulations and exercise the authority necessary for performing its duties.

Article 42. (*Full-Time Audit & Supervisory Committee Member(s)*)

The Audit & Supervisory Committee shall, by its resolution, appoint full-time Audit & Supervisory Committee Member(s).

Article 43. (*Notice to Convene Meetings of the Audit & Supervisory Committee*)

1. Notice to convene a meeting of the Audit & Supervisory Committee shall be given to each Audit & Supervisory Committee Member not less than three (3) days prior to the date set for such meeting; provided, however, that in cases of emergency, such period may be shortened.
2. A meeting of the Audit & Supervisory Committee may be held without taking the procedures of convocation with the consent of all the Audit & Supervisory Committee Members.

Article 44. (*Method of Adopting Resolutions of the Audit & Supervisory Committee*)

Resolutions of a meeting of the Audit & Supervisory Committee shall be adopted by an affirmative vote of a majority of the Audit & Supervisory Committee Members present at the relevant meeting who shall constitute a majority in number of all the Audit & Supervisory Committee Members entitled to take part in the vote.

Article 45. (*Minutes of Meetings of the Audit & Supervisory Committee*)

The minutes of the meetings of the Audit & Supervisory Committee shall be prepared in writing or by electromagnetic file as provided for in laws and regulations, and the Directors and Audit & Supervisory Committee Members present thereat shall affix their names and seals thereon, or electronic signatures thereto.

Article 46. (*Regulations of the Audit & Supervisory Committee*)

Matters concerning the Audit & Supervisory Committee shall be governed by the Regulations of the Audit & Supervisory Committee prescribed by the Audit & Supervisory Committee, in addition to laws and regulations and these Articles of Incorporation.

CHAPTER VII

ISSUANCE OF SPECIFIED DEBENTURES

Article 47. (*Authority*)

The Bank may issue Specified Debentures in accordance with the approval of the Prime Minister provided for in the Financial Institutions Amalgamation and Conversion of Business Law (kinyukikan no gappei oyobi tenkan ni kansuru houritsu).

Article 48. (*Debenture Handling Regulations*)

Reissuance of Specified Debentures and other operations relating to Specified Debentures and handling fees therefor shall be governed by the Debenture Handling Regulations prescribed by the Board of Directors or the Director(s) with the authority delegated by the Board of Directors.

CHAPTER VIII

ACCOUNTING

Article 49. (*Business Year*)

The business year of the Bank shall be the one-year period from April 1 of each year through March 31 of the following year.

Article 50. (*Organizations that Decide Dividends from Surplus, Etc.*)

The Bank shall decide distribution of dividends from surplus and other matters provided for in each item of Article 459, Paragraph 1 of the Law, not by a resolution of a general meeting of shareholders, but by a resolution of the Board of Directors, unless

otherwise provided for in laws or regulations.

Article 51. *(Record Date for Distribution of Dividends from Surplus)*

The record dates for distribution of dividends from surplus of the Bank shall be March 31 and September 30 of each year (in these Articles of Incorporation, distribution of dividends from surplus made with the record date of September 30 of each year shall be referred to as "interim dividends").

Article 52. *(Prescription for Payment of Dividends)*

In the case where the dividends from its surplus are distributed by cash, the Bank shall be released from the obligation to pay such dividends from the surplus which have not been received after the lapse of five (5) years from the date of commencement of payment thereof.

SUPPLEMENTARY PROVISION

Article 1. *(Transitional measures concerning exemption from liability of Outside Statutory Auditors)*

Concerning the liability limitation agreements entered into with Outside Statutory Auditors (including former Outside Statutory Auditors) in connection with the acts provided for in Article 423, Paragraph 1 of the Law and carried out before the closing of the ordinary general meeting of shareholders for the business year ending on March 31, 2017, the former provisions of Article 47 before the amendment effective upon the closing of the general meeting of shareholders shall remain applicable.

(Attachment 1)

Right of Request for Acquisition and Provisions for Acquisition of Preferred Shares of Class IV

1. Right of Request for Acquisition

Any Shareholder of Preferred Shares in respect of preferred shares of Class IV may request the Bank to deliver common shares in the number calculated by the formula provided for in (2) and (3) below, in exchange for acquisition by the Bank of such preferred shares during such period in which request such acquisition of such preferred shares may be made as provided for in (1) below.

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

The period during which any Shareholder of Preferred Shares may request the Bank to acquire the preferred shares shall be on or after March 15, 2011.

(2) Conditions for Acquisition

During the period provided for in (1) above, any Shareholder of Preferred Shares may request the Bank to deliver common shares in the number calculated by the formula provided for in (3) below, at the acquisition price calculated pursuant to (a) and (b) below, in exchange for acquisition by the Bank of such preferred shares.

(a) Initial Acquisition Price

The initial acquisition price shall be 163,400 yen.

(b) Adjustment of Acquisition Price

I After the issuance of preferred shares, the acquisition 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.

$$\begin{array}{ccccccc}
 & & & & \text{Number of} & & \text{Subscription} \\
 & & & & \text{common} & & \text{money per} \\
 & & & & \text{shares to be} & \times & \text{share} \\
 & & & & \text{newly issued} & & \\
 \text{Acquisition} & = & \text{Acquisition} & \times & + & \frac{}{} & \\
 \text{price after} & & \text{price before} & & & \text{Acquisition price before} & \\
 \text{adjustment} & & \text{adjustment} & & & \text{adjustment} & \\
 & & & & \text{Number of} & & \\
 & & & & \text{common} & & \\
 & & & & \text{shares already} & & \\
 & & & & \text{issued} & & \\
 & & & & + & & \text{Number of common} \\
 & & & & & & \text{shares to be newly} \\
 & & & & & & \text{issued}
 \end{array}$$

(i) In the event that the Bank issues common shares in an amount of a subscription money less than the acquisition price before adjustment (including the case where the Bank disposes of its treasury shares), then the acquisition price after adjustment shall become effective as of the date immediately following the payment date, or if the record date for the offering is fixed, as of the date immediately following such record date. The number of treasury shares to be disposed of shall be added to the "Number of common shares to be newly issued" in the Acquisition Price Adjustment Formula.

(ii) In the event that the Bank issues common shares by way of a stock split or a free allotment of common shares (including the case where the Bank disposes of its treasury shares), the acquisition price after adjustment shall become effective as of the date immediately following the record date for the stock split or the free allotment of common shares; provided, however, that, if (x) the Board of Directors resolves, or the Director(s) with the authority delegated by the Board of Directors determines, that the stock split or the free allotment of common shares (including the cases where the Bank disposes of its treasury shares) shall be made by an increase of stated capital by virtue of the reduction of the amount of surplus, and (y) the record date for the stock split or the free allotment of common shares shall fall on or prior to the date of the closing of the general meeting of shareholders held to approve such increase of the stated capital, then the acquisition price after adjustment shall become effective as of the date immediately following the date of the closing of the relevant general meeting of the shareholders at which such increase of the stated capital is

approved.

(iii) In the event that the Bank issues (x) any share that the holder thereof may request the Bank to acquire in exchange for delivery of common shares in a number per share of such shares as shall be obtained by dividing (a) the subscription money per share of such shares by (b) the price less than the acquisition price before adjustment, or (y) securities (interests) to exercise share warrants, where the sum of (a) the subscription money for the offered share warrants and (b) the value of properties to be contributed upon exercise of such share warrants shall be less than the acquisition price before adjustment, then the acquisition price after adjustment shall become effective as of the date immediately following the payment date or the allotment date of the relevant securities (interests) or, if the record date for the offering is fixed, as of the date immediately following such record date, on the assumption that the common shares have been delivered in exchange for the acquisition of the entire amount of the securities (interests) to be issued or that all of the share warrants have been exercised as of the payment date or the allotment date or as of the close of such record date. For the purpose of any adjustment thereafter, the number of shares to be obtained upon such assumption shall be added to the "Number of common shares already issued" to the extent that such assumed number of shares exceeds the number of shares actually issued upon request for acquisition or upon exercise of the share warrants.

II In addition to the events set forth in I above, if an adjustment of the acquisition price is required by virtue of any amalgamation or merger, reductions in amount of stated capital, or consolidation of common shares, etc., then the acquisition price shall be adjusted to such price as the Board of Directors or the Director(s) with the authority delegated by the Board of Directors determines appropriate.

III The "Acquisition price before adjustment" in the Acquisition Price Adjustment Formula shall be the acquisition price in effect on the date immediately preceding the date on which the acquisition price after adjustment becomes effective, and the "Number of common shares already issued" in the Acquisition Price Adjustment Formula shall be the number of common shares of the Bank issued

and outstanding on the record date, if fixed, or if such date is not fixed, on the date immediately preceding the date on which the acquisition price after adjustment is to become effective. The number of treasury shares shall be deducted from the "Number of common shares already issued" in the Acquisition Price Adjustment Formula.

IV The "Subscription money per share" in the Acquisition Price Adjustment Formula shall be as follows:

- (i) In the event that the Bank issues common shares (or disposes of its treasury shares) in an amount of a subscription money (or at a disposal price) less than the acquisition price before adjustment set forth in I(i), then the relevant subscription money or disposal price (in the event that payment thereof is made by any consideration other than cash, the fair value of such consideration);
- (ii) In the event that the Bank issues common shares by way of a stock split or a free allotment of common shares set forth in I(ii) (including the case where the Bank disposes of its treasury shares), then zero (0) yen; and
- (iii) In the event that the Bank issues (x) any shares that the holder thereof may request the Bank to acquire in exchange for delivery of common shares in such a number as shall be obtained by dividing (a) the subscription money per share of such shares by (b) the price less than the acquisition price before adjustment set forth in I(iii) above, or (y) securities (interests) to exercise share warrants with the terms and conditions set forth in I(iii) above, then the relevant acquisition price, or the sum of (a) the subscription money for the relevant offered share warrants and (b) the value of properties to be contributed upon exercise of such share warrants.

(3) Number of Common Shares to be Delivered in Exchange for Acquisition

The number of common shares to be delivered in exchange for acquisition of the preferred shares shall be as follows:

$$\begin{array}{l} \text{Number of common shares} \\ \text{to be delivered in exchange} \\ \text{for acquisition} \end{array} = \frac{\begin{array}{l} \text{Number of the preferred} \\ \text{shares to which their} \\ \text{holders request for} \\ \text{acquisition} \end{array} \times 2,031,500 \text{ yen}}{\text{Acquisition price}}$$

The calculation of the number of common shares to be delivered in exchange for the acquisition shall be made by rounding off any number less than one (1) share and the monies provided for in Article 167, Paragraph 3 of the Law concerning such fractions shall not be delivered.

2. Provisions for Acquisition

The Bank may acquire any of preferred shares of Class IV, in whole or in part, and, the Bank shall deliver its own common shares in the number calculated by the following formula. to the Shareholder of Preferred Shares in respect of the relevant preferred shares:

$$\begin{array}{lcl} \text{Number of common shares} & \text{Number of Class IV} & \\ \text{to be delivered in exchange} & \text{preferred shares to be} & \times \text{ 2, 031, 500 yen} \\ & \text{acquired by the Bank} & \\ \text{for acquisition} & \text{Acquisition price} & \end{array} = \frac{\quad}{\quad}$$

In the calculation of the number of common shares to be delivered in exchange for the acquisition, any number less than one (1) share shall be treated pursuant to the provisions of Article 234 of the Law. The acquisition price shall be the acquisition price provided for in (a) and (b) of (2) in '1. Rights of Request for Acquisition' above.

(Attachment 2)

Right of Request for Acquisition and Provisions for Acquisition of Preferred Shares of Class VIII

1. Right of Request for Acquisition

Any Shareholder of Preferred Shares in respect of preferred shares of Class VIII may request the Bank to deliver common shares in the number calculated by the formula provided for in (2) and (3) below, in exchange for acquisition by the Bank of such preferred shares during such period in which request such acquisition of such preferred shares may be made as provided for in (1) below.

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

The period during which any Shareholder of Preferred Shares may request the Bank to acquire the preferred shares shall be on or after March 15, 2011.

(2) Conditions for Acquisition

During the period provided for in (1) above, any Shareholder of Preferred Shares may request the Bank to deliver common shares in the number calculated by the formula provided for in (3) below, at the acquisition price calculated pursuant to (a) and (b) below, in exchange for acquisition by the Bank of such preferred shares.

(a) Initial Acquisition Price

The initial acquisition price shall be 163,400 yen.

(b) Adjustment of Acquisition Price

I After the issuance of preferred shares, the acquisition 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.

$$\begin{array}{rclcl}
 \text{Acquisition} & & & & \text{Number of} \\
 \text{price after} & & & & \text{common} \\
 \text{adjustment} & = & \text{Acquisition} & \times & \text{shares to be} \\
 & & \text{price before} & & \text{newly issued} \\
 & & \text{adjustment} & + & \text{Subscription} \\
 & & & & \text{money per} \\
 & & & & \text{share} \\
 & & & & \hline
 & & & & \text{Acquisition price before} \\
 & & & & \text{adjustment} \\
 & & & & \hline
 & & \text{Number of} & & \text{Number of common} \\
 & & \text{common} & + & \text{shares to be newly} \\
 & & \text{shares already} & & \text{issued} \\
 & & \text{issued} & & \\
 & & \hline
 \end{array}$$

(i) In the event that the Bank issues common shares in an amount of a subscription money less than the acquisition price before adjustment (including the case where the Bank disposes of its treasury shares), then the acquisition price after adjustment shall become effective as of the date immediately following the payment date, or if the record date for the offering is fixed, as of the date immediately following such record date. The number of treasury shares to be disposed of shall be added to the "Number of common shares to be newly issued" in the Acquisition Price Adjustment Formula.

(ii) In the event that the Bank issues common shares by way of a stock split or a free allotment of common shares (including the case where the Bank disposes of its treasury shares), the acquisition price after adjustment shall become effective as of the date immediately following the record date for the stock split or the free allotment of common shares; provided, however, that, if (x) the Board of Directors resolves, or the Director(s) with the authority delegated by the Board of Directors determines, that the stock split or the free allotment of common shares (including the cases where the Bank disposes of its treasury shares) shall be made by an increase of stated capital by virtue of the reduction of the amount of surplus, and (y) the record date for the stock split or the free allotment of common shares shall fall on or prior to the date of the closing of the general meeting of shareholders held to approve such increase of the stated capital, then the acquisition price after adjustment shall become effective as of the date immediately following the date of the closing of the relevant general meeting of the shareholders at which such increase of the stated capital is

approved.

(iii) In the event that the Bank issues (x) any share that the holder thereof may request the Bank to acquire in exchange for delivery of common shares in a number per share of such shares as shall be obtained by dividing (a) the subscription money per share of such shares by (b) the price less than the acquisition price before adjustment, or (y) securities (interests) to exercise share warrants, where the sum of (a) the subscription money for the offered share warrants and (b) the value of properties to be contributed upon exercise of such share warrants shall be less than the acquisition price before adjustment, then the acquisition price after adjustment shall become effective as of the date immediately following the payment date or the allotment date of the relevant securities (interests) or, if the record date for the offering is fixed, as of the date immediately following such record date, on the assumption that the common shares have been delivered in exchange for the acquisition of the entire amount of the securities (interests) to be issued or that all of the share warrants have been exercised as of the payment date or the allotment date or as of the close of such record date. For the purpose of any adjustment thereafter, the number of shares to be obtained upon such assumption shall be added to the "Number of common shares already issued" to the extent that such assumed number of shares exceeds the number of shares actually issued upon request for acquisition or upon exercise of the share warrants.

II In addition to the events set forth in I above, if an adjustment of the acquisition price is required by virtue of any amalgamation or merger, reductions in amount of stated capital, or consolidation of common shares, etc., then the acquisition price shall be adjusted to such price as the Board of Directors or the Director(s) with the authority delegated by the Board of Directors determines appropriate.

III The "Acquisition price before adjustment" in the Acquisition Price Adjustment Formula shall be the acquisition price in effect on the date immediately preceding the date on which the acquisition price after adjustment becomes effective, and the "Number of common shares already issued" in the Acquisition Price Adjustment Formula shall be the number of common shares of the Bank issued

and outstanding on the record date, if fixed, or if such date is not fixed, on the date immediately preceding the date on which the acquisition price after adjustment is to become effective. The number of treasury shares shall be deducted from the "Number of common shares already issued" in the Acquisition Price Adjustment Formula.

IV The "Subscription money per share" in the Acquisition Price Adjustment Formula shall be as follows:

- (i) In the event that the Bank issues common shares (or disposes of its treasury shares) in an amount of a subscription money (or at a disposal price) less than the acquisition price before adjustment set forth in I(i), then the relevant subscription money or disposal price (in the event that payment thereof is made by any consideration other than cash, the fair value of such consideration);
- (ii) In the event that the Bank issues common shares by way of a stock split or a free allotment of common shares set forth in I(ii) (including the case where the Bank disposes of its treasury shares), then zero (0) yen; and
- (iii) In the event that the Bank issues (x) any shares that the holder thereof may request the Bank to acquire in exchange for delivery of common shares in such a number as shall be obtained by dividing (a) the subscription money per share of such shares by (b) the price less than the acquisition price before adjustment set forth in I(iii) above, or (y) securities (interests) to exercise share warrants with the terms and conditions set forth in I(iii) above, then the relevant acquisition price, or the sum of (a) the subscription money for the relevant offered share warrants and (b) the value of properties to be contributed upon exercise of such share warrants.

(3) Number of Common Shares to be Delivered in Exchange for Acquisition

The number of common shares to be delivered in exchange for acquisition of the preferred shares shall be as follows:

$$\begin{array}{l} \text{Number of common shares} \\ \text{to be delivered in exchange} \\ \text{for acquisition} \end{array} = \frac{\begin{array}{l} \text{Number of the preferred} \\ \text{shares for which their} \\ \text{holders request for} \\ \text{acquisition} \end{array} \times 2,035,700 \text{ yen}}{\text{Acquisition price}}$$

The calculation of the number of common shares to be delivered in exchange for the acquisition shall be made by rounding off any number less than one (1) share and the monies provided for in Article 167, Paragraph 3 of the Law concerning such fractions shall not be delivered.

2. Provisions for Acquisition

The Bank may acquire any of preferred shares of Class VIII, in whole or in part, and, the Bank shall deliver its own common shares in the number calculated by the following formula to the Shareholder of Preferred Shares in respect of the relevant preferred shares:

$$\begin{array}{lcl} \text{Number of common shares} & \text{Number of Class VIII} & \\ \text{to be delivered in exchange} & \text{preferred shares to be} & \times 2,035,700 \text{ yen} \\ & \text{acquired by the Bank} & \\ \text{for acquisition} & \text{Acquisition price} & \end{array} = \frac{\quad}{\quad}$$

In the calculation of the number of common shares to be delivered in exchange for the acquisition, any number less than one (1) share shall be treated pursuant to the provisions of Article 234 of the Law. The acquisition price shall be the acquisition price provided for in (a) and (b) of (2) in '1. Rights of Request for Acquisition' above.

(Attachment 3)

Right of Request for Acquisition and Provisions for Acquisition of Preferred Shares of Class XIII

1. Right of Request for Acquisition

Any Shareholder of Preferred Shares in respect of preferred shares of Class XIII may request the Bank to deliver common shares in the number calculated by the formula provided for in (2) and (3) below, in exchange for acquisition by the Bank of such preferred shares during such period in which request such acquisition of such preferred shares may be made as provided for in (1) below.

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

The period during which any Shareholder of Preferred Shares may request the Bank to acquire the preferred shares shall be on or after March 15, 2011.

(2) Conditions for Acquisition

During the period provided for in (1) above, any Shareholder of Preferred Shares may request the Bank to deliver common shares in the number calculated by the formula provided for in (3) below, at the acquisition price calculated pursuant to (a) and (b) below, in exchange for acquisition by the Bank of such preferred shares.

(a) Initial Acquisition Price

The initial acquisition price shall be 163,400 yen.

(b) Adjustment of Acquisition Price

I After the issuance of preferred shares, the acquisition 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.

$$\begin{array}{rcccl}
 & & & \text{Number of} & \\
 & & & \text{common} & \\
 & & & \text{shares to be} & \\
 & & & \text{newly issued} & \times \text{Subscription} \\
 & & & & \text{money per} \\
 & & & & \text{share} \\
 \text{Acquisition} & = & \text{Acquisition} & \times & + \frac{\text{Acquisition price before}}{\text{adjustment}} \\
 \text{price after} & & \text{price before} & & \\
 \text{adjustment} & & \text{adjustment} & & \\
 & & & \text{Number of} & \\
 & & & \text{common} & \\
 & & & \text{shares already} & \\
 & & & \text{issued} & \\
 & & & + & \\
 & & & \text{Number of common} & \\
 & & & \text{shares to be newly} & \\
 & & & \text{issued} &
 \end{array}$$

(i) In the event that the Bank issues common shares in an amount of a subscription money less than the acquisition price before adjustment (including the case where the Bank disposes of its treasury shares), then the acquisition price after adjustment shall become effective as of the date immediately following the payment date, or if the record date for the offering is fixed, as of the date immediately following such record date. The number of treasury shares to be disposed of shall be added to the "Number of common shares to be newly issued" in the Acquisition Price Adjustment Formula.

(ii) In the event that the Bank issues common shares by way of a stock split or a free allotment of common shares (including the case where the Bank disposes of its treasury shares), the acquisition price after adjustment shall become effective as of the date immediately following the record date for the stock split or the free allotment of common shares; provided, however, that, if (x) the Board of Directors, or the Director(s) with the authority delegated by the Board of Directors determines, resolves that the stock split or the free allotment of common shares (including the cases where the Bank disposes of its treasury shares) shall be made by an increase of stated capital by virtue of the reduction of the amount of surplus, and (y) the record date for the stock split or the free allotment of common shares shall fall on or prior to the date of the closing of the general meeting of shareholders held to approve such increase of the stated capital, then the acquisition price after adjustment shall become effective as of the date immediately following the date of the closing of the relevant general meeting of the shareholders at which such increase of the stated capital is

approved.

(iii) In the event that the Bank issues (x) any share that the holder thereof may request the Bank to acquire in exchange for delivery of common shares in a number per share of such shares as shall be obtained by dividing (a) the subscription money per share of such shares by (b) the price less than the acquisition price before adjustment, or (y) securities (interests) to exercise share warrants, where the sum of (a) the subscription money for the offered share warrants and (b) the value of properties to be contributed upon exercise of such share warrants shall be less than the acquisition price before adjustment, then the acquisition price after adjustment shall become effective as of the date immediately following the payment date or the allotment date of the relevant securities (interests) or, if the record date for the offering is fixed, as of the date immediately following such record date, on the assumption that the common shares have been delivered in exchange for the acquisition of the entire amount of the securities (interests) to be issued or that all of the share warrants have been exercised as of the payment date or the allotment date or as of the close of such record date. For the purpose of any adjustment thereafter, the number of shares to be obtained upon such assumption shall be added to the "Number of common shares already issued" to the extent that such assumed number of shares exceeds the number of shares actually issued upon request for acquisition or upon exercise of the share warrants.

II In addition to the events set forth in I above, if an adjustment of the acquisition price is required by virtue of any amalgamation or merger, reductions in amount of stated capital, or consolidation of common shares, etc., then the acquisition price shall be adjusted to such price as the Board of Directors or the Director(s) with the authority delegated by the Board of Directors determines appropriate.

III The "Acquisition price before adjustment" in the Acquisition Price Adjustment Formula shall be the acquisition price in effect on the date immediately preceding the date on which the acquisition price after adjustment becomes effective, and the "Number of common shares already issued" in the Acquisition Price Adjustment Formula shall be the number of common shares of the Bank issued

and outstanding on the record date, if fixed, or if such date is not fixed, on the date immediately preceding the date on which the acquisition price after adjustment is to become effective. The number of treasury shares shall be deducted from the "Number of common shares already issued" in the Acquisition Price Adjustment Formula.

IV The "Subscription money per share" in the Acquisition Price Adjustment Formula shall be as follows:

- (i) In the event that the Bank issues common shares (or disposes of its treasury shares) in an amount of a subscription money (or at a disposal price) less than the acquisition price before adjustment set forth in I(i), then the relevant subscription money or disposal price (in the event that payment thereof is made by any consideration other than cash, the fair value of such consideration);
- (ii) In the event that the Bank issues common shares by way of a stock split or a free allotment of common shares set forth in I(ii) (including the case where the Bank disposes of its treasury shares), then zero (0) yen; and
- (iii) In the event that the Bank issues (x) any shares that the holder thereof may request the Bank to acquire in exchange for delivery of common shares in such a number as shall be obtained by dividing (a) the subscription money per share of such shares by (b) the price less than the acquisition price before adjustment set forth in I(iii) above, or (y) securities (interests) to exercise share warrants with the terms and conditions set forth in I(iii) above, then the relevant acquisition price, or the sum of (a) the subscription money for the relevant offered share warrants and (b) the value of properties to be contributed upon exercise of such share warrants.

(3) Number of Common Shares to be Delivered in Exchange for Acquisition

The number of common shares to be delivered in exchange for acquisition of the preferred shares shall be as follows:

$$\begin{array}{l} \text{Number of common shares} \\ \text{to be delivered in exchange} \\ \text{for acquisition} \end{array} = \frac{\begin{array}{l} \text{Number of the preferred} \\ \text{shares for which their} \\ \text{holders request for} \\ \text{acquisition} \end{array} \times 212,000 \text{ yen}}{\text{Acquisition price}}$$

The calculation of the number of common shares to be delivered in exchange for the acquisition shall be made by rounding off any number less than one (1) share and the monies provided for in Article 167, Paragraph 3 of the Law concerning such fractions shall not be delivered.

2. Provisions for Acquisition

The Bank may acquire any of preferred shares of Class XIII, in whole or in part, and, the Bank shall deliver its own common shares in respect of the relevant preferred shares in the number calculated by the following formula to the Shareholder of Preferred Shares:

$$\begin{array}{l} \text{Number of common shares} \\ \text{to be delivered in exchange} \\ \text{for acquisition} \end{array} = \frac{\begin{array}{l} \text{Number of Class XIII} \\ \text{preferred shares to be} \\ \text{acquired by the Bank} \end{array} \times 212,000 \text{ yen}}{\text{Acquisition price}}$$

In the calculation of the number of common shares to be delivered in exchange for the acquisition, any number less than one (1) share shall be treated pursuant to the provisions of Article 234 of the Law. The acquisition price shall be the acquisition price provided for in (a) and (b) of (2) in '1. Rights of Request for Acquisition' above.