

Mizuho Financial Group, Inc.
U.S. Resolution Plan 2013
Section 1: Public Section

December 26, 2013

Table of Contents

PUBLIC SECTION

| | |
|---|----|
| I. Summary of Resolution Plan | 1 |
| A. Material Entities..... | 2 |
| B. Core Business Lines | 2 |
| C. Summary Financial Information Regarding Assets, Liabilities, Capital and Major Funding Sources | 3 |
| D. Description of Derivative and Hedging Activities | 7 |
| E. Memberships in Material Payment, Clearing and Settlement Systems..... | 8 |
| F. Foreign Operations | 9 |
| G. Material Supervisory Authorities | 10 |
| H. Principal Officers | 11 |
| I. Resolution Planning Corporate Governance Structure and Processes..... | 13 |
| J. Material Management Information Systems | 13 |
| K. Description of Resolution Strategy..... | 14 |

Public Section

I. Summary of Resolution Plan

The Board of Governors of the Federal Reserve System (the “**Federal Reserve**”) and the Federal Deposit Insurance Corporation (the “**FDIC**”) jointly adopted a final rule (the “**Final Rule**”) pursuant to Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“**Section 165(d)**”) on September 13, 2011. Section 165(d) and the Final Rule specify that a foreign banking organization, defined as any foreign bank or company that is a bank holding company that has \$50 billion or more in global and total consolidated assets, is a covered company subject to the resolution plan requirements set forth in the Final Rule. Under the Final Rule, a covered company must submit a resolution plan annually that provides for the covered company’s rapid and orderly resolution (as such term is defined in the Final Rule) in the event of the covered company’s material financial distress (as such term is defined in the Final Rule) or failure.

Mizuho Financial Group, Inc. (“**MHFG**”), a corporation organized under the laws of Japan, is a bank holding company under the International Banking Act of 1978 and has over \$50 billion in consolidated assets, and is, therefore, a covered company subject to the resolution planning requirements of Section 165(d) and the Final Rule. Accordingly, MHFG has developed a U.S. resolution plan (the “**Resolution Plan**”) as required by the Final Rule.

MHFG is a leading financial services group with a global presence and a broad customer base. MHFG has approximately 55,000 staff working in approximately 890 offices inside and outside Japan. The Resolution Plan describes MHFG’s material U.S. operations (“**MHFG U.S.**”) and its strategy for rapid and orderly resolution of MHFG U.S. in the event of an adverse idiosyncratic event. The Resolution Plan also demonstrates, as more fully described below under “Description of Resolution Strategy,” that the designated material entities and core business lines are able to be resolved without posing a threat to the financial stability of the United States.

MHFG has a robust resolution planning process that places a large emphasis on corporate governance structure, involving key stakeholders and senior management throughout the process. MHFG provides the information required by the Final Rule in the Resolution Plan, which includes:

- MHFG U.S.’s “Material Entities” (“**MEs**”);
- MHFG U.S.’s “Core Business Lines” (“**CBLs**”);
- Summary Financial Information Regarding Assets, Liabilities, Capital and Major Funding Sources;
- Description of Derivative and Hedging Activities;
- Memberships in Material Payment, Clearing and Settlement Systems;
- Interconnections and Interdependencies;
- Material Supervisory Authorities;
- Principal Officers;
- Corporate Governance Structure and Processes Related to Resolution Planning;
- Material Management Information Systems; and
- MHFG U.S.’s Resolution Strategy.

A. Material Entities

Under the Final Rule, the Federal Reserve and the FDIC have defined a material entity as “a subsidiary or foreign office of the covered company that is significant to the activities of a critical operation or core business line.” MHFG has used detailed quantitative and qualitative criteria to determine that the following five legal entities are MEs:

- **Mizuho Bank, Ltd., New York Branch (“MHBK NY”)** is licensed by the New York State Department of Financial Services (the “DFS”) as a New York state-chartered branch of Mizuho Bank, Ltd. (“MHBK”). MHBK NY primarily engages in wholesale commercial banking services, including lending and credit extension, trade finance services, market and foreign exchange transactions, deposit services, cash management and settlement services and a limited number of derivative products. MHBK NY also provides treasury operations through the offering of a variety of products, including foreign exchange, money market instruments and securities lending.
- **Mizuho Bank, Ltd., Los Angeles Branch (“MHBK LA”)** is licensed by the California Department of Business Oversight (the “California DBO”) as a California state-chartered branch of MHBK. MHBK LA primarily engages in wholesale commercial banking, with a particular focus on corporate lending activities.
- **Mizuho Bank (USA) (“MHBK (USA)”)** is an FDIC-insured New York state-chartered wholesale commercial banking institution. MHBK (USA) primarily engages in lending activities and specializes in corporate finance.
- **Mizuho Securities USA Inc. (“MSUSA”)** is registered as a broker-dealer with the Securities and Exchange Commission (“SEC”), as well as a futures commission merchant (“FCM”) with the Commodity Futures Trading Commission (“CFTC”). MSUSA is provisionally registered as a swap dealer with the CFTC. MSUSA is a Delaware corporation. MSUSA primarily provides its institutional clients with securities services, including debt, equities, futures, and mergers and acquisitions (“M&A”) activities.
- **Mizuho Capital Markets Corporation (“MCMC”)** is provisionally registered as a swap dealer with the CFTC. MCMC is a Delaware corporation. MCMC’s primary activity is the offering of a range of derivative products to MHFG’s corporate banking clients, including interest rate swaps and options, cross-currency swaps and other derivative products.

B. Core Business Lines

Under the Final Rule, a business line, including associated operations, services, functions and support, of a covered company is considered “core” if its failure would result in a material loss of revenue, profit or franchise value. MHFG applied detailed quantitative and qualitative metrics based on this definition in order to identify the three CBLs for MHFG U.S., which are described below.

- **Corporate Banking.** Corporate Banking consists of services provided primarily to clients headquartered in Japan requiring U.S. corporate banking support, and to U.S. clients. These

services include lending and credit extension, trade finance services, market and foreign exchange transactions, deposit services, cash management services and a limited number of derivative products. Corporate Banking operates through MHBK NY, MHBK LA, MHBK (USA) and MCMC.

- **Treasury.** Treasury consists of asset liability management and funding responsibilities of MHBK NY performed by accessing the money market and pricing customer deposits; fixed income operations dealing primarily in U.S. Treasury and agency securities; and provision of foreign exchange related products to corporate customers. Treasury operates through MHBK NY.
- **Broker-Dealer.** The Broker-Dealer business consists of fixed income services, which include debt capital markets focused on underwriting debt for corporate banking clients and sales and trading in the secondary market; equities in both equity capital markets and equity sales and trading; futures clearing as a registered FCM for an external and internal client base; and M&A advisory services. Broker-Dealer operates through MSUSA.

C. Summary Financial Information Regarding Assets, Liabilities, Capital and Major Funding Sources

The consolidated balance sheet for MHFG as of March 31, 2013 is presented below. Figures have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”).

Table 1: MHFG Consolidated Balance Sheets as of March 31, 2013

**MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
MARCH 31, 2012 AND 2013**

| | 2012 | 2013 |
|--|----------------------|------------|
| | (in millions of yen) | |
| Assets: | | |
| Cash and due from banks | 1,216,627 | 1,268,442 |
| Interest-bearing deposits in other banks | 6,146,850 | 11,215,597 |
| Call loans and funds sold | 249,032 | 530,542 |
| Receivables under resale agreements | 7,122,371 | 9,024,808 |
| Receivables under securities borrowing transactions..... | 6,406,410 | 5,543,914 |
| Trading account assets (including assets pledged that secured parties are permitted to sell or repledge of ¥8,582,222 million in 2012 and ¥12,090,161 million in 2013) | 30,945,553 | 34,066,555 |
| Investments | | |
| Available-for-sale securities (including assets pledged that secured parties are permitted to sell or repledge of ¥4,272,258 million in 2012 and ¥6,549,038 million in 2013) | 41,258,976 | 39,413,951 |
| Held-to-maturity securities | 1,801,615 | 3,000,403 |
| Other investments | 982,889 | 838,135 |

Mizuho Financial Group, Inc. U.S. 2013 Resolution Plan
I. Public Section

| | 2012 | 2013 |
|---|----------------------|-------------|
| | (in millions of yen) | |
| Loans..... | 65,989,062 | 69,833,483 |
| Allowance for loan losses | (682,692) | (772,957) |
| Loans, net of allowance | 65,306,370 | 69,060,526 |
| Premises and equipment—net..... | 1,104,869 | 1,091,989 |
| Due from customers on acceptances | 77,326 | 101,590 |
| Accrued income | 246,164 | 276,193 |
| Goodwill | 5,635 | 6,147 |
| Intangible assets | 70,300 | 64,474 |
| Deferred tax assets | 836,731 | 641,777 |
| Other assets | 2,583,915 | 2,601,951 |
| Total assets | 166,361,633 | 178,746,994 |

The following table presents certain assets of consolidated variable interest entities (“VIEs”), which are included in the consolidated balance sheets above. The assets in the table below include only those assets that can be used to settle obligations of consolidated VIEs on the following page, and are in excess of those obligations.

| | 2012 | 2013 |
|---|----------------------|-----------|
| | (in millions of yen) | |
| Assets of consolidated VIEs: | | |
| Cash and due from banks | 13,432 | 15,078 |
| Interest-bearing deposits in other banks..... | 24,238 | 3,216 |
| Trading account assets | 867,796 | 936,800 |
| Investments | 195,631 | 83,762 |
| Loans, net of allowance | 2,444,931 | 2,428,898 |
| Other | 191,098 | 343,522 |
| Total assets..... | 3,737,126 | 3,811,276 |

MIZUHO FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS—(Continued)
MARCH 31, 2012 AND 2013

| | 2012 | 2013 |
|---|----------------------|-------------|
| | (in millions of yen) | |
| Liabilities and equity: | | |
| Deposits | | |
| Domestic: | | |
| Noninterest-bearing deposits | 11,357,317 | 12,138,640 |
| Interest-bearing deposits | 68,669,820 | 74,218,101 |
| Foreign: | | |
| Noninterest-bearing deposits | 611,532 | 836,177 |
| Interest-bearing deposits | 10,595,711 | 13,028,638 |
| Due to trust accounts | 559,734 | 619,271 |
| Call money and funds purchased | 5,668,929 | 6,126,425 |
| Payables under repurchase agreements | 12,173,398 | 17,451,080 |
| Payables under securities lending transactions | 7,840,571 | 11,496,178 |
| Commercial paper | 212,732 | 252,277 |
| Other short-term borrowings | 13,737,238 | 6,471,823 |
| Trading account liabilities | 16,977,390 | 16,768,830 |
| Bank acceptances outstanding | 77,326 | 101,590 |
| Income taxes payable | 33,587 | 37,555 |
| Deferred tax liabilities | 15,853 | 14,301 |
| Accrued expenses | 176,891 | 158,664 |
| Long-term debt (including liabilities accounted for at fair value of ¥460,825 million in 2012, and ¥552,354 million in 2013) | 8,461,818 | 8,802,223 |
| Other liabilities | 4,544,762 | 4,368,126 |
| Total liabilities | 161,714,609 | 172,889,899 |
| Commitments and contingencies | | |
| Equity: | | |
| MHFG shareholders' equity: | | |
| Preferred stock | 410,368 | 377,354 |
| Common stock—no par value, authorized 48,000,000,000 shares in 2012 and 2013, and issued 24,048,165,727 shares in 2012, and 24,164,864,477 shares in 2013 | 5,427,992 | 5,460,821 |
| Accumulated deficit | (1,606,108) | (883,390) |
| Accumulated other comprehensive income, net of tax | 245,588 | 777,997 |
| Less: Treasury stock, at cost—Common stock 37,046,418 shares in 2012, and 22,128,230 shares in 2013 | (7,074) | (4,662) |
| Total MHFG shareholders' equity | 4,470,766 | 5,728,120 |
| Noncontrolling interests | 176,258 | 128,975 |
| Total equity | 4,647,024 | 5,857,095 |
| Total liabilities and equity | 166,361,633 | 178,746,994 |

The following table presents certain liabilities of consolidated VIEs, which are included in the consolidated balance sheets above. The creditors or investors of the consolidated VIEs have no recourse to the MHFG Group, except where the Group provides credit enhancement through guarantees or other means.

| | 2012 | 2013 |
|--|----------------------|-----------|
| | (in millions of yen) | |
| Liabilities of consolidated VIEs: | | |
| Commercial paper | 212,732 | 252,276 |
| Other short-term borrowings | 1,213 | 1,035 |
| Trading account liabilities | 3,563 | 10,585 |
| Long-term debt | 180,441 | 144,055 |
| Other | 879,638 | 978,685 |
| Total liabilities | 1,277,587 | 1,386,636 |

MHFG U.S. represents less than 1% of MHFG's assets as of March 31, 2013.

Capital

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

In December 2010, the Basel Committee on Banking Supervision issued its Basel III rules ("Basel III"). Subsequently, the JFSA made revisions to its capital adequacy guidelines that became effective from March 31, 2013, which generally reflect rules in Basel III applied from January 1, 2013. Under the revised guidelines, the minimum capital adequacy ratio is 8% on a consolidated basis for bank holding companies with international operations, such as MHFG. Within the minimum capital adequacy ratio, the Common Equity Tier 1 capital requirement is currently 3.5%, which will be raised in phases to 4.5% when fully effective in March 2015, and the Tier 1 capital requirement is currently 4.5%, which will be raised in phases to 6% when fully effective in March 2015. As of March 31, 2013, calculated in accordance with Japanese GAAP, MHFG had a total capital ratio of 14.18%, a Tier 1 capital ratio of 11.02% and a Common Equity Tier 1 capital ratio of 8.16%.

Funding

MHFG continuously endeavors to enhance the management of its liquidity profile and strengthen its capital base to meet customers' loan demand and deposit withdrawals and respond to unforeseen situations such as adverse movements in stock, foreign currency, interest rate and other markets or changes in general domestic or international conditions. MHFG manages its liquidity profile through the continuous monitoring of its cash flow situation, the enforcement of upper limits on funds raised in financial markets and other market and liquidity risk management means.

MHFG is funded primarily through deposits based on a broad customer base and brand recognition in Japan. Secondary sources of liquidity include short-term borrowings, such as call money and funds purchased and payables under repurchase agreement. MHFG issues long-term debt, including both senior and subordinated debt, as additional sources for liquidity. MHFG raises subordinated long-term debt for the purpose of improving its capital adequacy ratios, which also enhances its liquidity profile.

MHFG sources its funding in foreign currencies primarily from corporate customers, foreign governments, financial institutions and institutional investors, through short-term and long-term financing, under terms and pricing commensurate with MHFG's credit ratings. In the event of future declines in its credit quality or that of Japan in general, MHFG expects to be able to purchase foreign currencies in sufficient amounts using yen funds raised through MHFG's domestic customer base. In order to further support MHFG's foreign currency liquidity, MHFG holds foreign debt securities, maintains credit lines and swap facilities denominated in foreign currencies and pledges collateral to central banks to support future credit extensions.

Also, in order to maintain an appropriate level of liquidity, MHFG's principal banking subsidiaries hold highly liquid investment assets such as Japanese government bonds ("JGBs"), as liquidity reserve assets. MHFG monitors the amount of liquidity reserve assets and reports such amount to its ALM & Market Risk Management committee, which convenes monthly. Minimum regulatory reserve amounts, or the reserve amount deposited with the Bank of Japan pursuant to applicable regulations that is calculated as a specified percentage of the amount of deposits held by MHFG's principal banking subsidiaries, are excluded in connection with the management of liquidity reserve asset levels.

For further information on MHFG's financial statements, refer to MHFG's 2013 Annual Report on Form 20-F, filed with the SEC.

D. Description of Derivative and Hedging Activities

MHFG offers customers a range of derivative products, including interest rate swaps and options, cross-currency swaps and foreign exchange forwards. Within MHFG, derivatives, including interest rate swaps, foreign exchange swaps and forward rate agreements, are used to manage exposure to risk in forward expenses, revenue, and unfavorable interest rate movements. In accordance with ASC 815, "Derivatives and Hedging," MHFG's qualifying hedging derivatives are valued at fair value and included in other assets or other liabilities. Derivatives that do not qualify for hedge accounting are treated as trading positions and are accounted for as such.

Each MHFG U.S. entity only engages in transactions that are permitted for it under applicable banking and commodities laws and appropriate regulations. The treasury group or front office, as appropriate, at the respective MEs are responsible for hedging the non-trading cash flows and adhering to risk limits applicable to each ME. As a swap dealer, MCMC records all derivatives as trading activity.

E. Memberships in Material Payment, Clearing and Settlement Systems

MHFG U.S. has memberships with financial market utilities (“**FMUs**”), including financial institutions, to facilitate the payment, clearing and settlement of transactions. The table below summarizes MHFG U.S.’s material FMU memberships.

Table 2: Material FMUs and Financial Institutions

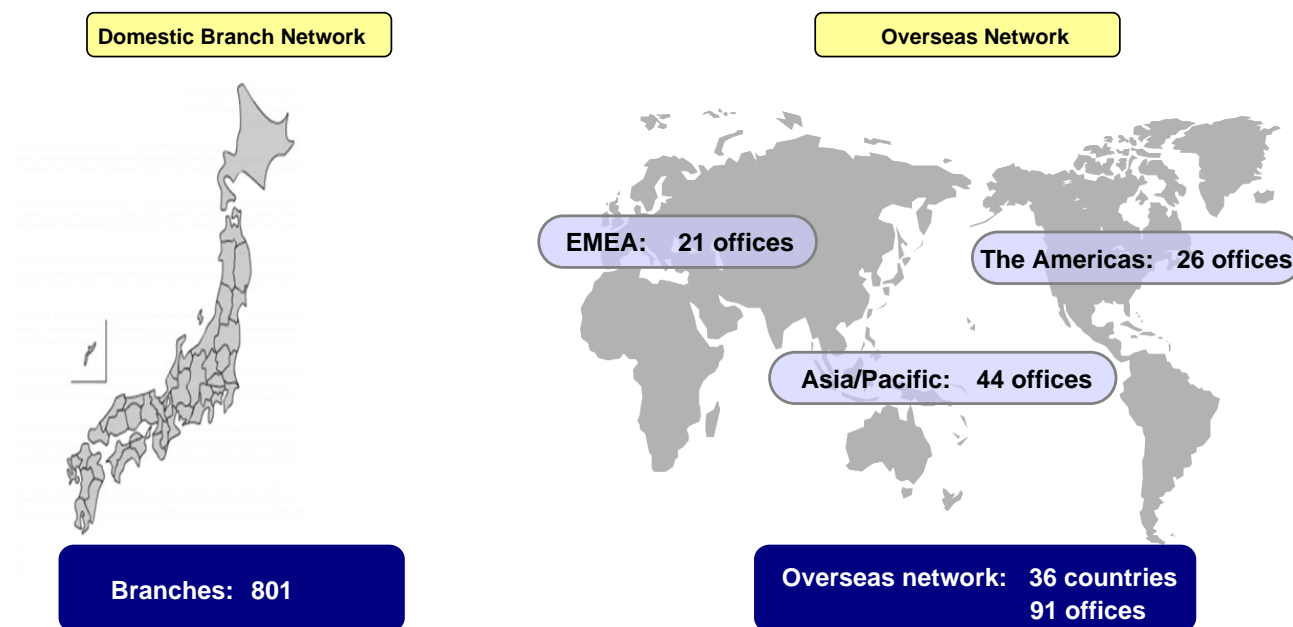
| Member Legal Entity | Material FMUs and Financial Institutions |
|-----------------------------------|--|
| MHBK NY | Bank of New York Mellon (“ BNYM ”) |
| MHBK NY | Euroclear Bank |
| MHBK NY | Clearing House Interbank Payments System |
| MHBK NY | Continuous Linked Settlement - Part of CLS Group |
| MHBK NY (also used by MHBK (USA)) | The Depository Trust Company (“ DTC ”) |
| MHBK NY | Federal Reserve Check Clearing System |
| MHBK NY (also used by MCMC) | Federal Reserve Funds Transfer System - Fedwire Securities Service / Fedwire Funds Service |
| MHBK NY | Fixed Income Clearing Corporation |
| MHBK NY | SWIFT |
| MHBK LA | Federal Reserve - ACH System |
| MHBK LA | Fedwire Funds Service |
| MHBK LA | Federal Reserve Check Clearing System |
| MHBK LA | SWIFT |
| MHBK LA | National Automated Clearing House Association |
| MHBK (USA) (also used by MHBK NY) | Electronic Payments Network |
| MHBK (USA) | Federal Reserve Check Clearing System |
| MHBK (USA) | Federal Reserve Funds Transfer System – Fedwire Securities Service / Fedwire Funds Service |
| MHBK (USA) | SWIFT |
| MSUSA | ICE Futures Europe |
| MSUSA | New York Mercantile Exchange |
| MSUSA | Chicago Mercantile Exchange |
| MSUSA | Chicago Board of Trade |
| MSUSA | Eurex AG |
| MSUSA | COMEX Division of the New York Mercantile Exchange |
| MSUSA | NYSE Euronext Liffe London Market |
| MSUSA | London Metal Exchange |
| MSUSA | ICE Futures US |
| MSUSA | Nodal Exchange |
| MSUSA | Bank of New York Mellon |
| MSUSA | Government Securities Clearing Corporation |
| MSUSA | DTC |
| MSUSA | Mortgage Backed Securities Clearing Corporation |
| MSUSA | Pershing |
| MSUSA | Euroclear |
| MSUSA | National Securities Clearing Corporation |
| MSUSA | Options Clearing Corporation |
| MSUSA (used by MCMC) | Fixed Income Clearing Corporation |

| Member Legal Entity | Material FMUs and Financial Institutions |
|---------------------|--|
| MCMC | BNYM |
| MCMC | London Clearing House's SwapClear |
| MCMC | SWIFT |
| MHBK (used by MCMC) | CLS Bank |
| MHBK (used by MCMC) | Japan Securities Clearing Corporation |

F. Foreign Operations

MHFG is a global financial institution with offices inside and outside Japan, including in Europe, the Middle East, Asia and the United States. Figure 1 below shows MHFG's global offices network.

Figure 1: MHFG Global Offices Network

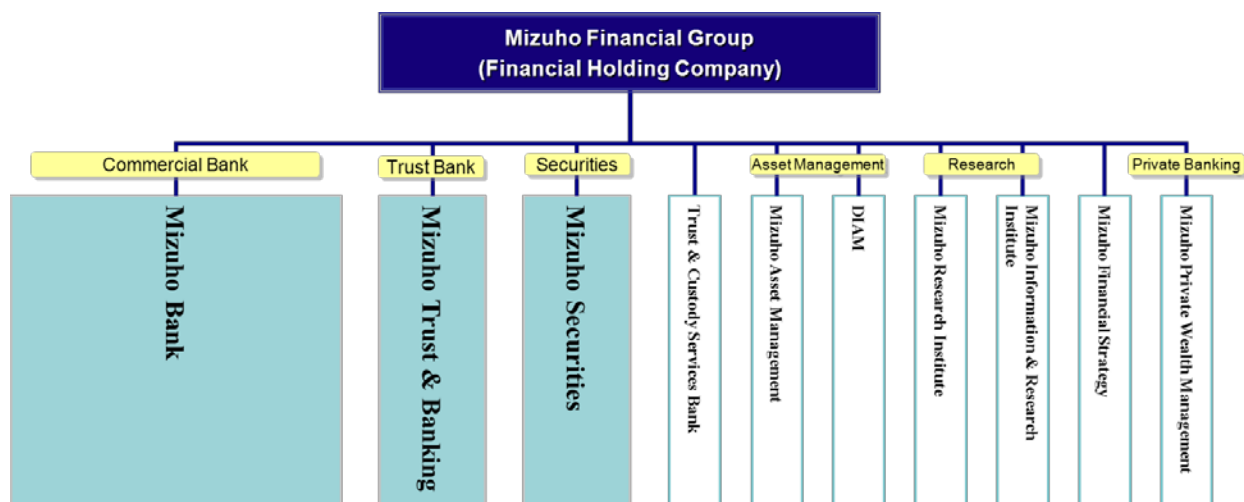


MHFG's global corporate structure is organized generally into six areas:

- Commercial Bank
- Trust Bank
- Securities
- Asset Management
- Research
- Private Banking

Figure 2 below shows MHFG's global corporate structure.

Figure 2: MHFG Global Corporate Structure



For further information on MHFG’s global operations, refer to MHFG’s 2013 Annual Report on Form 20-F, filed with the SEC.

G. Material Supervisory Authorities

MHFG is subject to various laws and regulations, including those applicable to financial institutions and general laws applicable to its business activities, as well as regulatory oversight from the JFSA. Operations elsewhere in the world are subject to regulation and control by local supervisory authorities, including local central banks.

MHFG U.S.’s MEs are regulated by federal and state supervisory authorities, as well as by self-regulatory organizations. The tables below list material supervisory authorities relevant to each ME.

Table 3: Material Supervisory Authorities for MHBK NY

| Supervisory Authority | Jurisdiction |
|----------------------------------|-------------------------|
| Federal Reserve Bank of New York | Second Federal District |
| DFS | New York |

Table 4: Material Supervisory Authorities for MHBK LA

| Supervisory Authority | Jurisdiction |
|---------------------------------------|--------------------------|
| Federal Reserve Bank of San Francisco | Twelfth Federal District |
| California DBO | California |

Table 5: Material Supervisory Authorities for MHBK (USA)

| Supervisory Authority | Jurisdiction |
|----------------------------------|-------------------------|
| Federal Reserve Bank of New York | Second Federal District |
| DFS | New York |
| FDIC | United States |

Table 6: Material Supervisory Authorities for MSUSA

| Supervisory Authority | Jurisdiction |
|---|---------------------------|
| SEC | United States |
| CFTC | United States |
| Federal Reserve Bank of New York | Second Federal District |
| Financial Industry Regulatory Authority | Self-regulatory Authority |
| National Futures Association | Self-regulatory Authority |
| Chicago Mercantile Exchange | Self-regulatory Authority |

Table 7: Material Supervisory Authorities for MCMC

| Supervisory Authority | Jurisdiction |
|-----------------------|---------------|
| CFTC | United States |

H. Principal Officers

The tables below list the principal officers of MHFG U.S.'s MEs as of March 31, 2013.

Table 8: Principal Officers – MHBK NY

| Name | Title |
|-------------------|--|
| Shinya Wako | Managing Executive Officer |
| Koji Nishiwaki | General Manager – Americas Division |
| Takashi Horie | General Manager – Americas Corporate Banking Division No. 1 |
| Andrew Dewing | General Manager – Americas Corporate Banking Division No. 1 |
| Masatoshi Abe | General Manager – Americas Financial Products Division |
| William Getz | General Manager – Americas Acquisition Finance Division |
| John Ho | General Manager – Americas Credit Division |
| Angelo Aldana | General Manager – Americas Legal and Compliance Division |
| Yoshiaki Fujikawa | General Manager – Americas Systems Operations Division |
| Hiroshi Mochizuki | General Manager – Americas Business Operations Division |
| Koichi Takenaka | General Manager – Americas Treasury Division |
| Soshi Ebisuda | General Manager – Asset Management Coordination Division Americas & Portfolio Management Division Americas Department |
| Masahiro Kihara | General Manager – Risk Management Division Americas Department |
| Tatsuo Muromachi | General Manager – Internal Audit Division Americas Department |
| Takao Shimizu | General Manager – Credit Review Division Americas Department |

Table 9: Principal Officers – MHBK LA

| Name | Title |
|---------------------|--|
| Tomohiro Matsumura | General Manager |
| Suresh Kumar | Joint General Manager and Compliance Officer |
| Mitsuyoshi Matsuura | Joint General Manager |

Table 10: Principal Officers – MHBK (USA)

| Name | Title |
|-----------------|---------------------------------------|
| Hideki Shirato | President and Chief Executive Officer |
| Koji Mimura | Chief Financial Officer |
| Masahiro Kihara | Chief Risk Officer |
| Angelo Aldana | General Counsel |

Table 11: Principal Officers – MSUSA

| Name | Title |
|------------------|---|
| John Koudounis | President & CEO |
| Tsuyoshi Ando | Deputy President |
| Seiichiro Kondo | Executive Managing Director & Bridgeford Division Head |
| Patrick Fay | Executive Managing Director & Chief Operating Officer |
| Robert Betack | Executive Managing Director & Equity Division Head |
| Jerry Rizzieri | Executive Managing Director & Fixed Income Division Head |
| John Murphy | Executive Managing Director & Futures Division Head |
| Eric Tarlow | Senior Managing Director, General Counsel & Corporate Secretary |
| David Kronenberg | Senior Managing Director & Chief Financial Officer |
| John Buchanan | Senior Managing Director |

Table 12: Principal Officers – MCMC

| Name | Title |
|---------------------|---|
| Masatoshi Yoshihara | President and CEO |
| Takeshi Goto | Managing Director – Risk Management |
| Manabu Akasaka | Managing Director – Trading |
| Doug Frankel | Managing Director – Chief Legal Counsel |
| Tony Daulerio | Chief Financial Officer |
| Hideo Nishikawa | Managing Director – Operations and Technology |

I. Resolution Planning Corporate Governance Structure and Processes

MHFG supports the Federal Reserve and FDIC's goals and objectives with regards to resolution planning under the Final Rule. Accordingly, MHFG implemented a robust governance structure to ensure that the Resolution Plan received input from the relevant and key stakeholders. This includes Legal Entity Working Groups, a Core Resolution Project Management Team and a U.S. Resolution Plan Steering Committee (the "**Steering Committee**").

The Legal Entity Working Groups involved key stakeholders from each entity who provided data and worked collaboratively with the Core Resolution Project Management Team throughout the process. The Core Resolution Project Management Team was responsible for drafting and finalizing the resolution planning documentation, including updates and reports to the Steering Committee. External advisors, consultants and counsel also provided guidance on the regulatory and legal requirements to the Core Resolution Project Management Team.

The Steering Committee was established in April 2013 to oversee and guide the development, review and approval of the Resolution Plan. The Steering Committee consists of representatives from relevant areas of the organization, including senior management from MHBK's Americas Division, Americas Legal & Compliance Division, and Risk Management Division Americas Department.

The Steering Committee met weekly (or more frequently) to discuss progress, issues, risks, regulatory updates and any items that needed to be addressed or resolved in connection with preparation of the Resolution Plan.

The Resolution Plan has been approved by the MHFG Board of Directors, after being reviewed and recommended for submission to the Board by the U.S. Management Committee.

J. Material Management Information Systems

MHFG's management information systems ("**MIS**") consist of systems that assist with the daily management of the business, including key functions such as accounting, financial reporting, operations, risk management and regulatory reporting. MIS also assists with the generation of key reports such as financial reports, operational reports, risk management reports and external reports for regulatory agencies. The types of MIS reports used are listed below:

- Management reporting, which facilitates the review of the financial health of MHFG U.S. and reviews progress of strategic initiatives by the Senior Management of MHFG ("**Senior Management**");
- Risk reporting, which provides risk information used to manage primary risk inherent across MHFG U.S., including counterparty credit, market, liquidity and operational risk;
- Financial reporting, which provides accounting and financial information used to produce internal business planning and regulatory reporting; and

- Operational reporting, which provides information to enable the management and monitoring of operations, including, but not limited to, people, data and back office transactions.

K. Description of Resolution Strategy

MHFG U.S. has no critical operations the failure or discontinuance of which would pose a threat to the financial stability of the United States. MHFG U.S. has five designated MEs (MHBK NY, MHBK LA, MHBK (USA), MSUSA and MCMC) and three designated CBLs (Corporate Banking, Broker-Dealer and Treasury). This Resolution Plan assumes that an unspecified, adverse idiosyncratic event has occurred to MHFG. The Resolution Plan calls for each ME to be resolved pursuant to its applicable resolution regime, which will also have the effect of resolving the three CBLs. The MEs would be resolved as follows:

- **MHBK NY** – Since it is a New York State-chartered branch, the Superintendent of the DFS would assume control of MHBK NY and would likely proceed to liquidate MHBK NY for the benefit of its creditors.
- **MHBK LA** – Since it is a California state-chartered branch, the Commissioner of the California DBO would assume control of MHBK LA and would likely proceed to liquidate MHBK LA for the benefit of its creditors.
- **MHBK (USA)** – Since it is an FDIC-insured New York state-chartered wholesale commercial banking institution, it is anticipated that the Superintendent of the DFS would likely appoint the FDIC as receiver. The FDIC is then expected to liquidate MHBK (USA) in a manner that is least costly to the Deposit Insurance Fund and to satisfy the claims of creditors. Alternatively, MHBK (USA) could enter into a voluntary liquidation under New York State banking laws, under which MHBK (USA) would voluntarily approve a resolution to liquidate and wind down in order to pay its creditors and depositors.
- **MSUSA** – Since it is a broker-dealer, liquidation would proceed under the Securities Investor Protection Act of 1970 under the control of the Securities Investor Protection Corporation Trustee (the “**SIPC Trustee**”). The SIPC Trustee would manage and oversee the liquidation of MSUSA.
- **MCMC** – Since it is a Delaware corporation, MCMC would be resolved under Chapter 11 of the Bankruptcy Code. MCMC would then operate as a Debtor in Possession (“**DIP**”) in the bankruptcy proceedings with management continuing to operate the business while winding it down, subject to Bankruptcy Court supervision.

Owing to the limited scope of MHFG U.S.’s MEs, MHFG anticipates that the dissolution of its MEs will be conducted in an orderly manner without an adverse effect on the financial stability of the United States.