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Email Address: sara.thompson@mizuho.com

FOREIGN PROFIT/NONPROFIT CORPORATION

Mizuho Bank, Ltd.

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2022 Dec 21 12:00

Electronic Filing Menu

Corporate Filing Menu

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Commissioner Russell C. Weigel, III

VIA ELECTRONIC MAIL

September 19, 2022

Frank Carellini, Managing Director
Mizuho Bank, Ltd.
1271 Avenue of the Americas
New York, New York 10020

Re: Mizuho Bank, Ltd.

Dear Mr. Carellini:

Reference is made to your recent letter requesting approval to register the above-referenced name with the Florida Secretary of State by Mizuho Bank, Ltd.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name. Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, this correspondence is not intended to grant the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Russell C. Weigel, III
Commissioner
Office of Financial Regulation

RCW:jrj

cc: Lee Yarbrough, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Mizuho Bank, Ltd.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Japan 3. 13-5624234
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4-1-2002 5. perpetual
(Date of incorporation) (Date of duration, if other than perpetual)
6. January 1, 2022
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 1-5-5 Otemachi, Chiyoda-ku Tokyo, 100-8176 Japan
(Principal office street address)

(Current mailing address, if different)
8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System
 Office Address: 1200 South Pine Island Road

Plantation
(City)

FL
(State)

33324
(Zip code)

9. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

By: _____

(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

A. DIRECTORS

☐ Chairman Name: Shuji Matsumura
☐ Vice Chairman Address: 1271 Avenue of the Americas
New York, NY 10020
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☒ Other MEO ☐ Other _____

☐ Chairman Name: Atsushi Shibukawa
☐ Vice Chairman Address: 1271 Avenue of the Americas
New York, NY 10020
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☒ Other General Manager ☐ Other _____

☐ Chairman Name: Koji Fujiwara
☐ Vice Chairman Address: 1271 Avenue of the Americas
New York, NY 10020
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: Masahiko Kato
☐ Vice Chairman Address: 1271 Avenue of the Americas
New York, NY 10020
☒ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: Hisashi Kikuchi
☐ Vice Chairman Address: 1271 Avenue of the Americas
New York, NY 10020
☒ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: Masahiro Kihara
☐ Vice Chairman Address: 1271 Avenue of the Americas
New York, NY 10020
☒ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be indexed for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

12. Atsushi Shibukawa

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.

13. Atsushi Shibukawa, General Manager and Attorney-in-Fact, March 31, 2022

(Typed or printed name and capacity of person signing application)

1-5-5 Otemachi, Chiyoda-ku, Tokyo 100-8176, Japan

Shotaro Tochigi 1271 Avenue of the Americas, New York, NY 10020

12345678910



Mizuho Bank, Ltd.

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

100-8176, Japan

TEL 03-1234-5678

FAX 03-1234-5678

DECLARATION

I, Masahiko Kato, President & CEO of Mizuho Bank, Ltd., do hereby solemnly and sincerely declare that:

1. I am well acquainted with the Japanese and English Languages, and

2. I do hereby certify that :

- The attached is a copy of "Certificate of Registered Matters Currently in Effect (Extract)" written in Japanese duly issued by Tokyo Legal Affairs Bureau.
- The attached copy of "Certificate of Registered Matters Currently in Effect (Extract)" written in English is a true translation from the original Japanese version.

IN WITNESS WHEREOF, I have subscribed my name here on this 16th August, 2022.

Mizuho Bank, Ltd.

Masahiko Kato

President & CEO

This is a translation of a document written in Japanese
and has been prepared for a reference purpose only

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 instalment 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 shassi 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 Pledges"); 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 61 (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 pledges in respect of preferred shares of Class XIII in priority to the Shareholders of Common Shares or Registered Common Share Pledges; 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 pledges in respect of preferred shares (hereinafter referred to as the "Registered Preferred Share Pledges"), 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 Pledges.

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)*

1. The Bank shall have not more than twenty (20) Directors.
2. Among the Directors mentioned in the preceding paragraph, the Directors who are Audit & Supervisory Committee Members shall not be more than seven (7) in number.

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 gappai 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.

2022
12/21/2022
07:00

(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

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.

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

$$\begin{array}{c}
 \text{Number of} \\
 \text{common} \\
 \text{shares already} \\
 \text{issued}
 \end{array}
 +
 \begin{array}{c}
 \text{Number of common} \\
 \text{shares to be newly} \\
 \text{issued}
 \end{array}$$

(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(ii) above, or (y) securities (interests) to exercise share warrants with the terms and conditions set forth in I(ii) 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.

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(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:

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

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.

2022.12.21 PM 3:27

(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.

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

(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.

2022-12-21 07:00:20 PST

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:

Number of common shares to be delivered in exchange for acquisition	Number of the preferred shares for which their holders request for acquisition	x 2,035,760 yen
		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:

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

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.

2022.12.21 12:00:07

(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

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.

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

(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:

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

for acquisition

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:

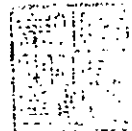
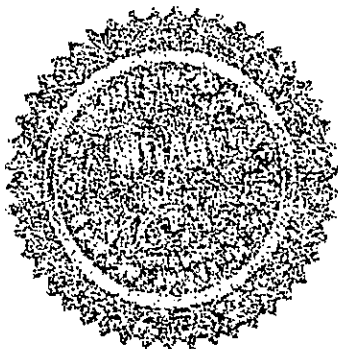
$$\begin{array}{l} \text{Number of common shares} \\ \text{to be delivered in exchange} = \frac{\text{Number of Class XIII} \\ \text{preferred shares to be} \quad \times \quad 212,000 \text{ yen} \\ \text{acquired by the Bank} \\ \text{for acquisition} \qquad \qquad \qquad \text{Acquisition price}} \end{array}$$

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.

NOTARIAL CERTIFICATE

I, the undersigned, Notary, in and for the Tokyo Legal Affairs Bureau, hereby certify that Masahiko Kato, President & CEO of Mizuho Bank, Ltd., which is organized and existing according to the laws of Japan, located at 5-5, Otemachi 1-chome, Chiyoda-ku, Tokyo, Japan, has been duly authorized by said Corporation to sign the document attached hereto and that the signature of Masahiko Kato appearing thereon is true and correct.

Dated this 17th day of August, 2022



KOSAKA Toshiyuki
Notary
4-4-1, Ginza, Chuo-ku, Tokyo, Japan
Tokyo Legal Affairs Bureau

2022.08.17. 13.40.37

認 証

この 宣誓書 の署名者 株式会社みずほ銀行 代表取締役 加藤 勝彦 の

代理人 園田 英里子 は、本職の面前で本人がこの署名を自認した旨陳述した。

よって、これを認証する。

令和4年 8 月 17 日、本公証人役場において
東京都中央区銀座4丁目4番1号 銀座公証役場

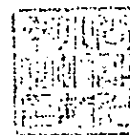
東京法務局所属

公 証 人

Notary

KOSAKA Toshiyuki

、 加藤 勝彦



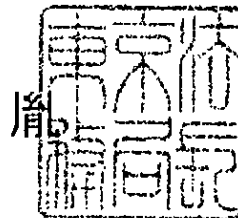
証 明

上記署名は、東京法務局所属公証人の署名に相違ないものであり、かつ、その押印は、
真実のものであることを証明する。

令和4年 8 月 17 日

東京法務局長

坂 本 佳 治



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: JAPAN
This public document
2. has been signed by KOSAKA Toshiyuki
3. acting in the capacity of Notary of the Tokyo Legal Affairs Bureau
4. bears the seal/stamp of KOSAKA Toshiyuki, Notary
Certified
5. at Tokyo
6. August 17, 2022
7. by the Ministry of Foreign Affairs
8. 22-NQ 004718
9. Seal/stamp:
10. Signature





HAMAMOTO Hiroaki

For the Minister for Foreign Affairs

2022-12-21 PM 09:07

現在事項一部証明書

東京都千代田区大手町一丁目5番5号

株式会社みずほ銀行

会社法人等番号	0100-01-008845	
商号	株式会社みずほコーポレート銀行	平成14年 4月 1日登記
	株式会社みずほ銀行	平成25年 7月 1日変更 平成25年 7月 1日登記
本店	東京都千代田区丸の内一丁目3番3号	平成14年 4月 1日移転 平成14年 4月 1日登記
	東京都千代田区大手町一丁目5番5号	平成26年 5月 7日移転 平成26年 5月 7日登記
公訴をする方法	電子公告とする。 https://www.mizuho-bank.co.jp/ ただし、事故その他やむを得ない事由によって電子公告による公告をすることができない場合は、日本経済新聞に掲載して行う。	平成28年10月23日変更 平成28年10月23日登記
会社成立の年月日	大正12年5月7日	
目的	1. 預金または定期積金の受入れ、資金の貸付けまたは手形の割引ならびに公替取引 2. 債権の保証または手形の引受けその他の前号の銀行業務に付随する業務 3. 国債、地方債、政府保証債その他の有価証券に係る引受け、募集または売出しの取扱い、売買、その他金融商品取引法により銀行が営むことのできる業務 4. 担保付社債信託法その他の法律により銀行が営むことのできる業務 5. その他前各号の業務に付帯または関連する事項 平成25年 7月 1日変更 平成25年 7月 1日登記	
役員に関する事項	取締役 加藤 勝彦	令和 4年 6月20日重任 令和 4年 6月30日登記
	取締役 木原 正裕	令和 4年 6月20日重任 令和 4年 6月30日登記

東京都千代田区大手町一丁目5番5号
株式会社みずほ銀行

	取締役 若林 資 典	令和 4 年 4 月 1 日就任
		令和 4 年 4 月 1 日登記
	取締役 下 野 雅 幸	令和 4 年 4 月 1 日就任
		令和 4 年 4 月 1 日登記
	取締役・監査等 尾 原 榮 夫 委員 (社外取締役)	令和 4 年 6 月 20 日就任
		令和 4 年 6 月 30 日登記
	取締役・監査等 菊 地 比 左 志 委員	令和 4 年 6 月 20 日就任
		令和 4 年 6 月 30 日登記
	取締役・監査等 橋 本 庄 太 郎 委員 (社外取締役)	令和 4 年 6 月 20 日就任
		令和 4 年 6 月 30 日登記
	取締役・監査等 根 本 直 子 委員 (社外取締役)	令和 4 年 6 月 20 日就任
		令和 4 年 6 月 30 日登記
	取締役・監査等 坂 口 琢 也 委員	令和 3 年 6 月 23 日就任
		令和 3 年 7 月 5 日登記
	取締役・監査等 上 西 京 一 郎 委員 (社外取締役)	令和 4 年 4 月 1 日就任
		令和 4 年 4 月 1 日登記
	東京都千代田区九段北二丁目3番25-501号 代表取締役 加 藤 勝 彦	令和 4 年 6 月 20 日就任
		令和 4 年 6 月 30 日登記
	東京都文京区千石三丁目31番6-207号 代表取締役 若 林 資 典	令和 4 年 4 月 1 日就任
		令和 4 年 4 月 1 日登記
	会計監査人 EY新日本有限責任監査法人	令和 4 年 6 月 20 日就任
		令和 4 年 6 月 30 日登記

東京都千代田区大手町一丁目5番5号
株式会社みずほ銀行

取締役会設置会社 に関する事項	取締役会設置会社 平成17年法律第87号第1 36条の規定により平成18 年 5月 3日登記
監査等委員会設置 会社に関する事項	監査等委員会設置会社 平成29年 6月22日設定 平成29年 7月 4日登記
重要な業務執行の 決定の取締役への 委任に関する事項	重要な業務執行の決定の取締役への委任についての定款の定めがある 平成29年 6月22日設定 平成29年 7月 4日登記
会計監査人設置会 社に関する事項	会計監査人設置会社 平成18年 5月15日登記



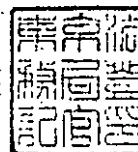
2022.12.21 15:03:17

これは登記簿に記録されている現に効力を有する事項の一部であることを証明
した書面である。

令和 4年 8月15日

東京法務局
登記官

小山田 実



prepared for a reference purpose only

Certificate of Registered Matters Currently in Effect (Extract)

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

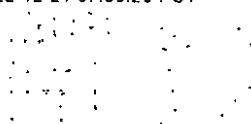
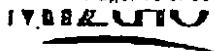
Mizuho Bank, Ltd.

Corporate Registry Number: 0100-01-008845

Corporate Name	Mizuho Corporate Bank, Ltd.	Registered on April 1, 2002
	Mizuho Bank, Ltd.	Revised on July 1, 2013 Registered on July 1, 2013
Head Office	1-3-3 Marunouchi, Chiyoda-ku, Tokyo	Relocated on April 1, 2002 Registered on April 1, 2002
	1-5-5 Otemachi, Chiyoda-ku, Tokyo	Relocated on May 7, 2014 Registered on May 7, 2014
Method of Public Notification	Online Public Notification: https://www.mizuhobank.co.jp/ However, in cases where public notifications cannot be made due to accident or other unavoidable reason, the public notification will be made in the Nihon Keizai Shimbun.	Revised on October 23, 2016
		Registered on October 24, 2016
Date of Establishment	May 7, 1923	
Purposes	<ol style="list-style-type: none"> 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 (<i>kinnyuu shouhin torihikihou</i>); 4. Any business which a bank is able to engage under the Secured Debentures Trust Law (<i>tanpotsuki shasai shintakuhou</i>) and other laws; and 5. Any other business incidental or related to the foregoing. 	
	Revised on: July 1, 2013 Registered on: July 1, 2013	
Directors of Mizuho Bank, Ltd.	Director Masahiko KATO	Reappointed on: June 20, 2022 Registered on: June 30, 2022
	Director Masahiro KIHARA	Reappointed on: June 20, 2022 Registered on: June 30, 2022
	Director Motonori WAKABAYASHI	Appointed on: April 1, 2022 Registered on: April 1, 2022
	Director Masatsugu SHIMONO	Appointed on: April 1, 2022 Registered on: April 1, 2022
	Director and Audit & Supervisory Committee	
	Reappointed on: June 20, 2022	

1-5-5 Otemachi, Chiyoda-ku, Tokyo
Mizuho Bank, Ltd.
Corporate Registry Number: 0100-01-008345

	Member (Outside Corporate Director) Shigeo OHARA	Registered on: June 30, 2022
	Director and Audit & Supervisory Committee Member Hisashi KIKUCHI	Reappointed on: June 20, 2022 Registered on: June 30, 2022
	Director and Audit & Supervisory Committee Member (Outside Corporate Director) Shotaro TOCHIGI	Reappointed on: June 20, 2022 Registered on: June 30, 2022
	Director and Audit & Supervisory Committee Member (Outside Corporate Director) Naoko NEMOTO	Reappointed on: June 20, 2022 Registered on: June 30, 2022
	Director and Audit & Supervisory Committee Member Takuya SAKAGUCHI	Appointed on: June 23, 2021 Registered on: July 5, 2021
	Director and Audit & Supervisory Committee Member (Outside Corporate Director) Kyoichiro UENISHI	Appointed on: April 1, 2022 Registered on: April 1, 2022
	2-3-25-501, Kudankita, Chiyoda-ku, Tokyo, Japan Representative Director Masahiko KATO	Reappointed on: June 20, 2022 Registered on: June 30, 2022
	3-31-6-207, Sengoku, Bunkyo-ku, Tokyo, Japan Representative Director Motonori WAKABAYASHI	Appointed on: April 1, 2022 Registered on: April 1, 2022
	Accounting Auditor Ernst & Young ShinNihon LLC	Reappointed on: June 20, 2022 Registered on: June 30, 2022
Matters relating to Companies which have in place Board of Directors	Companies which have in place Board of Directors Registered on May 3, 2006, pursuant to stipulations in Article 136 of Law No. <u>87</u> of 2005	
Matters relating to Company which have in place Audit & Supervisory Committee	Company which have in place Audit & Supervisory Committee Established on June 22, <u>2017</u> Registered on July 4, <u>2017</u>	
Matters relating to the Delegation of Decisions on Execution of Important Operations	Matters relating to the delegation of decision on execution of important operations provided in the Articles of Incorporation Established on June 22, 2017 Registered on July 4, 2017	



Mizuho Bank, Ltd.

1-5-5, Otemachi Chiyodoku, Tokyo

100-8176, Japan

TEL: 03-1234-5678

FAX 03-1234-5678

DECLARATION

I, Masahiko Kato, President & CEO of Mizuho Bank, Ltd., do hereby solemnly and sincerely declare that:

1. I am well acquainted with the Japanese and English Languages, and

2. I do hereby certify that :

- The attached is a copy of ARTICLES OF INCORPORATION OF MIZUHO BANK, LTD. written in Japanese revised on 20th June 2022.
- The attached copy of ARTICLES OF INCORPORATION OF MIZUHO BANK, LTD. written in English is a true translation from the original Japanese version.

IN WITNESS WHEREOF, I have subscribed my name here on this 16th August, 2022.

Mizuho Bank, Ltd.

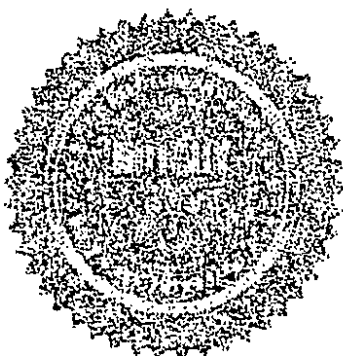
Masahiko Kato
President & CEO

2022.12.21 11:01:13

NOTARIAL CERTIFICATE

I, the undersigned, Notary, in and for the Tokyo Legal Affairs Bureau, hereby certify that Masahiko Kato, President & CEO of Mizuho Bank, Ltd., which is organized and existing according to the laws of Japan, located at 5-5, Otemachi 1-chome, Chiyoda-ku, Tokyo, Japan, has been duly authorized by said Corporation to sign the document attached hereto and that the signature of Masahiko Kato appearing thereon is true and correct.

Dated this 17th day of August, 2022



A handwritten signature in cursive script, reading "Toshiyuki Kosaka".



KOSAKA Toshiyuki
Notary
4-4-1, Ginza, Chuo-ku, Tokyo, Japan
Tokyo Legal Affairs Bureau

2022.12.21 11:00:00

認 証

この 宣誓書 の署名者 株式会社みずほ銀行 代表取締役 加藤 勝彦 の

代理人 國田 英里子 は、本職の面前で本人がこの署名を自認した旨陳述した。

よって、これを認証する。

令和4年 8 月 17 日、本公証人役場において
東京都中央区銀座4丁目4番1号 銀座公証役場

東京法務局所属

公 証 人

Notary

KOSAKA Toshiyuki

小 坂 敏 章



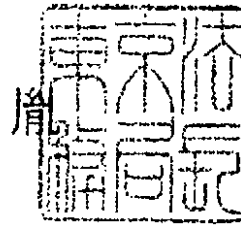
証 明

上記署名は、東京法務局所属公証人の署名に相違ないものであり、かつ、その押印は、
真実のものであることを証明する。

令和4年 8 月 17 日

東京法務局長

坂 本 佳 治



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

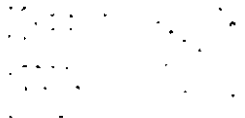
1. Country: JAPAN
This public document
2. has been signed by KOSAKA Toshiyuki
3. acting in the capacity of Notary of the Tokyo Legal Affairs Bureau
4. bears the seal/stamp of KOSAKA Toshiyuki, Notary
Certified
5. at Tokyo
6. August 17, 2022
7. by the Ministry of Foreign Affairs
8. 22-NO 004719
9. Seal/stamp:
10. Signature




HAMAMOTO Hiroki

For the Minister for Foreign Affairs

2022.12.1 PM 3:13



定 款

2022年6月20日

株式会社みずほ銀行

2022.12.21 F 19:43

株式会社みずほ銀行定款

第1章 総則

(商号)

第1条 当銀行は、株式会社みずほ銀行と称し、英文では、Mizuho Bank, Ltd. と表示する。

(目的)

第2条 当銀行は、次の業務を営むことを目的とする。

1. 預金または定期預金の受入れ、資金の貸付または手形の割引ならびに為替取引
2. 債務の保証または手形の引受けその他の前号の銀行業務に付随する業務
3. 国債、地方債、政府保証債その他の有価証券に係る引受け、募集または売出しの取扱
り、売買、その他金融商品取引法により銀行が営むことのできる業務
4. 担保付社債信託法その他の法律により銀行が営むことのできる業務
5. その他前各号の業務に付帯または関連する事項

(本店の所在地)

第3条 当銀行は、本店を東京都千代田区に置く。

(機関)

第4条 当銀行は、株主総会および取締役のほか、次の機関を置く。

1. 取締役会
2. 監査等委員会
3. 会計監査人

(公告方法)

第5条 当銀行の公告方法は、電子公告とする。ただし、事故その他やむを得ない事由によって電子公告による公告をすることができない場合は、日本経済新聞に掲載して行う。

第2章 株式

(発行可能株式総数)

第6条 当銀行の発行可能株式総数は、3,315万株とし、各種類の株式の発行可能種類株式総数は、次のとおりとする。ただし、株式の消却が行われた場合には、これに相当する株式の枚数を減ずる。

普通株式	2,800万株
第四種の優先株式	6万4,500株
第五種の優先株式	8万5,500株
第十一種の優先株式	500万株

(株券の発行)

第7条 当銀行は、株式に係る株券を発行する。

(株式の譲渡制限)

2022-12-21 11:53:03

第8条 当銀行の全部の種類株式に関し、いずれの株式の譲渡による取得についても、取締役会の承認を受けなければならない。

(基準日)

第9条 当銀行は、毎年3月31日の最終の株主名簿に記載または記録された議決権を有する株主をもって、その事業年度に関する定時株主総会において権利を行使することができる株主とする。

② 前項のほか、必要があるときは、取締役会の決議または取締役会による委任を受けた取締役の決定によりあらかじめ公告して臨時に基準日を定めることができる。

(株主名簿管理人)

第10条 当銀行は、株主名簿管理人を置く。

② 株主名簿管理人およびその事務取扱場所は、取締役会の決議または取締役会による委任を受けた取締役の決定によって定める。

③ 当銀行の株主名簿、新株予約権原簿および株券喪失登録簿の作成ならびに備置き、その他の株主名簿、新株予約権原簿および株券喪失登録簿に関する事務は、これを株主名簿管理人に委託し、当銀行においては取り扱わない。

(株式取扱規程)

第11条 当銀行の株券の種類ならびに株主名簿の記載または記録、その他株式に関する取扱いおよび手数料は、法令または本定款のほか、取締役会または取締役会による委任を受けた取締役において定める株式取扱規程による。

第3章 優先株式

(優先配当金)

第12条 当銀行は、第51条に定める剰余金の配当（ただし、同条に定める中間配当を除く。）については、第四種および第八種の各優先株式を有する株主またはこれら各種の優先株式の登録株式質権者（以下「優先株主」という。）に対し、第十三種の優先株式を有する株主またはその優先株式の登録株式質権者（以下「普通登録株式質権者」という。）に先立ち、それぞれ次に定める額の金銭による剰余金の配当を行う。ただし、当該事業年度において第13条第1項に定める優先中間配当金の全部または一部を支払ったときは、その額を控除した額とする。

第四種の優先株式 1株につき年20万円を上限として、発行に際して取締役会の決議で定める額

第八種の優先株式 1株につき 4万7,600円

② 当銀行は、第51条に定める剰余金の配当（ただし、同条に定める中間配当を除く。）については、第十三種の優先株式を有する株主またはその優先株式の登録株式質権者に対し、普通株主または普通登録株式質権者に先立ち、次に定める額の金銭による剰余金の配当を行う。ただし、当該事業年度において第13条第2項に定める優先中間配当金の全部または一部を支払ったときは、その額を控除した額とする。

第十三種の優先株式 1 株につき年 2 万円を上限として、発行に際して取締役会の決議または取締役会による委任を受けた取締役の決定で定める額

② ある事業年度において、優先株式を有する株主（以下「優先株主」という。）または優先株式の登録株式質権者（以下「優先登録株式質権者」という。）に対して前二項の金銭による剰余金の配当（以下「優先配当金」という。）の全部または一部を支払わないときは、その不足額は翌事業年度以降に累積しない。

③ 優先株主または優先登録株式質権者に対しては、優先配当金を超えて剰余金の配当を行わない。

（優先中間配当金）

第 13 条 当銀行は、第 51 条に定める中間配当については、第四種および第八種の各優先株主またはこれら各種の優先株式に係る優先登録株式質権者に対し、第一三種の優先株主またはその優先株式の優先登録株式質権者および普通株主または普通登録株式質権者に先立ち、前条第 1 項本文で定める額の 2 分の 1 の金銭による剰余金の配当を行う。

② 当銀行は、第 51 条に定める中間配当については、第十三種の優先株主またはその優先株式の優先登録株式質権者に対し、普通株主または普通登録株式質権者に先立ち、前条第 2 項本文で定める額の 2 分の 1 の金銭による剰余金の配当（前項および本項に従って支払われる金銭を、本条款において「優先中間配当金」という。）を行う。

（残余財産の分配）

第 14 条 当銀行は、残余財産の分配については、第四種および第八種の各優先株主またはこれら各種の優先株式に係る優先登録株式質権者に対し、第十三種の優先株主またはその優先株式の優先登録株式質権者および普通株主または普通登録株式質権者に先立ち、それぞれ 1 株につき 200 万円を支払う。

② 当銀行は、残余財産の分配については、第一三種の優先株主またはその優先株式の優先登録株式質権者に対し、普通株主または普通登録株式質権者に先立ち、それぞれ 1 株につき 20 万円を支払う。

③ 優先株主または優先登録株式質権者に対しては、前二項のほか残余財産の分配を行わない。

（議決権）

第 15 条 優先株主は、株主総会において議決権を有しない。

ただし、第四種および第八種の各優先株主は、優先配当金を受ける旨の議案が定時株主総会に提出されないとき（ただし、事業年度終了後定時株主総会までに優先配当金を受ける旨の株主総会または第 50 条の規定に基づく取締役会の決議がなされた場合を除く。）はその総会より、その議案が定時株主総会において否決されたときはその総会の終結の時より、優先配当金を受ける旨の株主総会または第 50 条の規定に基づく取締役会の決議ある時まで議決権を有する。

（優先株式の併合または分割、募集株式等の割当てを受ける権利等）

第 16 条 当銀行は、優先株式について、株式の併合または分割を行うことができる。

② 当銀行は、優先株主に対しては、募集株式、募集新株予約権、新株予約権付社債または

分断して譲渡することができる募集新株予約権および社債の割当てを受ける権利を与えず、新株予約権の無償割当てを行わない。

(取得請求権)

第 17 条 第四種、第八種および第十三種の優先株主は、別紙 1 ないし 3 に定める当該優先株式の取得を請求することができる期間中、当銀行が当該優先株式を取得するのと引換えに当該別紙 1 ないし 3 に定める算定方法により算出される数の当銀行の普通株式を交付することを請求することができる。

(優先株式の取得)

第 18 条 当銀行は、平成 23 年 3 月 15 日以降、取締役会の決議または取締役会による委任を受けた取締役の決定で別に定める日に、第四種、第八種および第十三種の優先株式の全部または一部を取得し、これと引換えに別紙 1 ないし 3 に定める算定方法により算出される数の当銀行の普通株式を当該優先株式の優先株主に対して交付することができる。

(2) 前項に基づき、いずれかの種類の優先株式の一部を取得するときは、抽選または按分比例の方法により行う。

(優先順位)

第 19 条 当銀行の発行する第四種および第八種の各種の優先株式の優先配当金、優先中間配当金および残余財産の支払順位は同順位とする。

第 4 章 株主総会

(招集の時期)

第 20 条 当銀行の定時株主総会は、毎事業年度終了後 3 ヶ月以内にこれを招集し、臨時株主総会は、必要あるときに随時これを招集する。

(招集地)

第 21 条 株主総会は、東京都内において招集する。

(招集権者および議長)

第 22 条 株主総会は、取締役頭取がこれを招集し、議長となる。

(2) 取締役頭取に事故があるときは、取締役会においてあらかじめ定めた順序に従い、他の取締役が株主総会を招集し、または議長となる。

(決議の方法)

第 23 条 株主総会の決議は、法令または本定款に別段の定めがある場合を除き、出席した議決権を行使することができる株主の議決権の過半数をもって行う。

(2) 会社法第 309 条第 2 項に定める決議は、議決権を行使することができる株主の議決権の 3 分の 1 以上を有する株主が出席し、その議決権の 3 分の 2 以上をもって行う。

(議決権の代理行使)

第 24 条 株主は、当該株主総会において議決権を有する他の株主 1 名を代理人として、その議決権を行使することができる。

(2) 株主または代理人は、株主総会毎に代理権を証明する書面を当銀行に提出しなければならない。

2022.12.21 PM 3:12

(議事録)

第 25 条 株主総会の議事録は、法令で定めるところにより書面または電磁的記録をもって作成する。

(種類株主総会)

第 26 条 種類株主総会の決議は、法令または本定款に別段の定めがある場合を除き、出席した議決権を行使することができる株主の議決権の過半数をもって行う。

② 会社法第 324 条第 2 項に定める決議は、議決権を行使することができる株主の議決権の 3 分の 1 以上を有する株主が出席し、その議決権の 3 分の 2 以上をもって行う。

③ 第 21 条、第 22 条、第 24 条および前条の規定は、種類株主総会について、これを使用する。

第 5 章 取締役および取締役会**(員数)**

第 27 条 当銀行の取締役は、20 名以内とする。

② 前項の取締役のうち監査等委員である取締役は、7 名以内とする。

(選任方法)

第 28 条 取締役は、監査等委員である取締役とそれ以外の取締役（以下「監査等委員でない取締役」という。）とを区別して、株主総会において選任する。

② 取締役の選任決議は、議決権を行使することができる株主の議決権の 3 分の 1 以上を有する株主が出席し、その議決権の過半数をもって行う。

③ 取締役の選任決議は、累積投票によらないものとする。

(解任方法)

第 29 条 監査等委員でない取締役の解任決議は、議決権を行使することができる株主の議決権の 3 分の 1 以上を有する株主が出席し、その議決権の過半数をもって行う。

② 監査等委員である取締役の解任決議は、議決権を行使することができる株主の議決権の 3 分の 1 以上を有する株主が出席し、その議決権の 3 分の 2 以上をもって行う。

(任期)

第 30 条 監査等委員でない取締役の任期は、選任後 1 年以内に終了する事業年度のうち最終のものに関する定時株主総会の終結の時までとする。

② 監査等委員である取締役の任期は、選任後 2 年以内に終了する事業年度のうち最終のものに関する定時株主総会の終結の時までとする。

(代表取締役および役付取締役)

第 31 条 代表取締役は、監査等委員でない取締役の中から取締役会の決議により選定する。

② 取締役会の決議により、監査等委員でない取締役の中から取締役頭取を定める。

③ 取締役会の決議により、監査等委員でない取締役の中から取締役会長、取締役副会長、取締役副頭取、常務取締役を定めることができる。

(取締役頭取の職務)

第 32 条 取締役頭取は、当銀行の業務を統括する。

(取締役会の招集権者および議長)

第 33 条 取締役会は、法令に別段の定めがある場合を除き、取締役頭取がこれを招集し、議長となる。

- ② 取締役頭取に事故があるときは、取締役会においてあらかじめ定められた順序に従い、他の取締役が取締役会を招集し、または議長となる。

(取締役会の招集通知)

第 34 条 取締役会の招集通知は、会日の3日前までに各取締役にに対して発する。ただし、緊急の必要があるときは、この期間を短縮することができる。

- ② 取締役の全員の同意があるときは、招集の手続を経ないで取締役会を開催することができる。

(取締役会の決議方法)

第 35 条 取締役会の決議は、法令に別段の定めがある場合を除き、議決に加わることができる取締役の過半数が出席し、その過半数をもって行う。

- ② 前項にかかわらず、取締役が取締役会の決議の目的である事項について提案をした場合において、議決権に加わることができる取締役の全員が書面または電子的記録により同意したときは、当該事項を可決する旨の取締役会の決議があったものとみなす。

(重要な業務執行の決定の委任)

第 36 条 当銀行は、会社法第 399 条の 13 第 6 項の規定により、取締役会の決議によって重要な業務執行（同条第 5 項各号に掲げる事項を除く。）の決定の全部または一部を取締役に委任することができる。

(取締役会の議事録)

第 37 条 取締役会の議事録は、法令で定めるところにより書面または電子的記録をもって作成し、出席した取締役は、これに記名押印し、または電子署名を行う。

(取締役会規程)

第 38 条 取締役会に関する事項は、法令または本定款のほか、取締役会において定める取締役会規程による。

(報酬等)

第 39 条 取締役の報酬、賞与その他の職務執行の対価として当銀行から受ける財産上の利益は、監査等委員である取締役と監査等委員でない取締役を区別して、株主総会の決議によって定める。

(社外取締役との責任限定契約)

第 40 条 当銀行は、会社法第 427 条第 1 項の規定により、同法第 423 条第 1 項の責任について、社外取締役が職務を行うにつき善意でかつ重大な過失がないときは、2,000 万円以上であらかじめ定めた額と法令が規定する額とのいずれか高い額を限度とする旨の契約を社外取締役と締結することができる。

第 6 章 監査等委員会

(監査等委員会の権限)

第41条 監査等委員会は、法令に定める事項を決定するほか、その職務遂行のために必要な権限を行使する。

(常勤の監査等委員)

第42条 監査等委員会は、その決議により常勤の監査等委員を選定する。

(監査等委員会の招集通知)

第43条 監査等委員会の招集通知は、会日の3日前までに各監査委員に対して発する。ただし、緊急の必要があるときは、この期間を短縮することができる。

② 監査等委員の全員の同意があるときは、招集の手続きを経ないで監査等委員会を開催することができる。

(監査等委員会の決議方法)

第44条 監査等委員会の決議は、決議に加わることができる監査等委員の過半数が出席し、その過半数をもって行う。

(監査等委員会の議事録)

第45条 監査等委員会の議事録は、法令で定めるところにより書面または電子的記録をもって作成し、出席した監査等委員は、これに記名押印し、または電子署名を行う。

(監査等委員会規程)

第46条 監査等委員会に関する事項は、法令または本附款のほか、監査等委員会において定める監査等委員会規程による。

第7章 特定社債の発行

(根拠)

第47条 当銀行は、「金融機関の合併及び転換に関する法律」の定めによる内閣総理大臣の認可に基づき、特定社債を発行することができる。

(債券取扱規程)

第48条 特定社債の社債券の再交付、その他特定社債に関する取り扱いおよびその手数料は、取締役会または取締役会による委任を受けた取締役において定める債券取扱規程による。

第8章 計算

(事業年度)

第49条 当銀行の事業年度は、毎年4月1日から翌年3月31日までの1年とする。

(剰余金の配当等の決定機関)

第50条 当銀行は、法令に別段の定めがある場合を除き、剰余金の配当その他会社法第459条第1項各号に定める事項については、株主総会の決議によらず、取締役会の決議によって定める。

(剰余金の配当の基準日)

第51条 当銀行の剰余金の配当の基準日は、毎年3月31日および毎年9月30日とする（本定款において、毎年9月30日を基準日として行う剰余金の配当を中間配当という）。

20221221 PM 3:46

(配当金の除斥期間)

第 52 条 配当財産が金銭である場合は、その支払開始の日から満 5 年を経過してもなお受領されないときは、当銀行はその支払の義務を免れる。

附則

(監査等委員会設置会社移行前の社外監査役との責任限定契約に関する経過措置)

第 1 条 平成 29 年 3 月 31 日に終了する事業年度に関する定時株主総会の終結前の会社法第 423 条第 1 項の行為に関し、社外監査役（社外監査役であった者を含む。）と締結済の責任限定契約については、なお同定時株主総会の終結に伴う変更前の定款第 47 条の定めるところによる。

2022.12.21 PM 3:43

(別紙1)

第四種優先株式の取得請求権および取得条項

(1) 取得請求権

第四種優先株主は、下記①に定める第四種優先株式の取得を請求することができる期間中、当銀行が当該優先株式を取得するのと引換えに下記②および③に定める算定方法により算出される数の当銀行の普通株式を交付することを請求することができる。

① 取得を請求し得べき期間

優先株式の取得を請求し得べき期間は、平成23年3月15日以降とする。

② 取得の条件

優先株主は、上記①の期間中、当銀行が優先株式を取得するのと引換えに下記(a)および(b)に定める取得価額により、下記③の算式により算出された数の普通株式を交付することを請求することができる。

(a) 当初取得価額

当初取得価額は、162,400円とする。

(b) 取得価額の調整

- 1 優先株式発行後、次のいずれかに該当する場合には、取得価額を次に定める算式（以下「取得価額調整式」という。）により調整する。取得価額調整式を用いる計算については、10円の位まで算出し、その10円の位を四捨五入する。

$$\text{調整後取得価額} = \text{調整前取得価額} \times \frac{\text{既発行普通株式数} - \frac{\text{新規発行普通株式数} \times \text{1株あたり払込金額}}{\text{調整前取得価額}}}{\text{既発行普通株式数} + \text{新規発行普通株式数}}$$

- (i) 調整前取得価額を下回る払込金額をもって普通株式を発行する場合（自己株式を処分する場合を含む。）、調整後取得価額は、払込みの翌日以降、または募集のための基準日がある場合はその日の翌日以降これを適用する。処分される自己株式の数は取得価額調整式における「新規発行普通株式数」に算入される。
- (ii) 株式の分割または株式無償割当てにより普通株式を発行する場合（自己株式を処分する場合を含む。）、調整後取得価額は、株式の分割または株式無償割当てのための基準日の翌日以降、これを適用する。ただし、剰余金の額を減少して資本金の額を増加することを条件としてその部分をもって株式の分割または株式無償割当てにより普通株式を発行する（自己株式を処分する場合を含む。）旨取締役会で決議し、または取締役会による委任を受けた取締役が決定する場合で、当該資本金の額の増加の決議をする株主総会の終結の日以前の日を株式の分割または株式無償割当てのための基準日とする場合には、調整後取得価額は、当該資本金の額の増加の決議をした株主総会の終結の日の翌日以降、これを適用する。
- (iii) 普通株式の交付と引換えに取得を請求できる株式であって当該株式1株と引換えに交付される普通株式の数の算定にあたり当該株式1株の払込金額を調整前取得価額を下回る価額をもって除する旨定められた株式または募集新株予約権の払込金額および当該新

株予約権の行使に際して出資される財産の価額の合計額が調整前取得価額を下回ることとなる新株予約権を行使できる証券（権利）を発行する場合、調整後取得価額は、その証券（権利）の払込みもしくは割当日に、または募集のための基準日がある場合はその日の終わりに、発行される証券（権利）の金額の取得と引換えに普通株式が交付またはすべての新株予約権が行使されたものとみなし、その払込みもしくは割当日の翌日以降またはその基準日の翌日以降これを適用する。以後の調整においては、かかるみなし株式数は、実際に当該取得請求権または新株予約権の行使がなされた結果発行された株式数を上回る限りにおいて、既発行の普通株式数に算入される。

II 上記Iに掲げる場合のほか、合併、資本金の額の減少または普通株式の併合等により取得価額の調整を必要とする場合には、取締役会または取締役会による委任を受けた取締役が適当と判断する取得価額により変更される。

III 取得価額調整式に使用する調整前取得価額は、調整後取得価額を適用する前日について有効な取得価額とし、また、取得価額調整式に使用する既発行普通株式数は、基準日がある場合はその日、または、基準日がない場合は調整後取得価額を適用する日の前日における当銀行の発行済普通株式数とする。なお、自己株式の数は取得価額調整式に使用する既発行普通株式数からは排除される。

IV 取得価額調整式に使用する1株あたりの払込金額とは、それぞれ以下のとおりとする。

(i) I(i)の調整前取得価額を下回る払込金額（または処分価額）をもって普通株式を発行（または自己株式を処分）する場合には、当該払込金額または処分価額（金銭以外の財産による払込みの場合にはその適正な評価額）

(ii) I(ii)の株式の分割または株式無償割当てにより普通株式を発行する場合（自己株式を処分する場合を含む。）は0円

(iii) 普通株式の交付と引換えに取得を請求できる株式であって当該株式1株と引換えに交付される普通株式の数の算定にあたり当該株式1株の払込金額をI(iii)の調整前取得価額を下回る価額をもって除する旨定められた株式またはI(iii)で定める内容の新株予約権を行使できる証券（権利）を発行する場合は、当該取得価額または当該募集新株予約権の払込金額および当該新株予約権の行使に際して出資される財産の価額の合計額

(d) 取得と引換えに交付すべき普通株式数

優先株式の取得と引換えに交付すべき普通株式数は、次のとおりとする。

$$\text{取得と引換えに交付すべき普通株式数} = \frac{\text{優先株主が取得を請求した優先株式の数} \times 2,031,500 \text{ 円}}{\text{取得価額}}$$

取得と引換えに交付すべき普通株式数の算出にあたっては、1株未満の端数を切り捨て、かかる端数について会社法第167条第3項に定める金銭の交付は行わない。

(2) 取得条項

当銀行は、第四種優先株式の全部または一部を取得し、これと引換えに下記に定める算定方法により算出される数の当銀行の普通株式を当該優先株式の優先株主に対して交付することができる。

取得と引換えに交付すべき	当銀行が取得する優先株式の数
普通株式数	$\times 2,031,500 \text{ 円}$
	取得価額

取得と引換えに交付すべき普通株式数の算出にあたって 1 株に満たない端数が生じたときは、会社法第 254 条の規定によりこれを取り扱う。取得価額は、上記 (1) 取得請求権 ② (a) および (b) に定める取得価額をいう。

2022 DEC 21 PM 3:48

(別紙 2)

第八種優先株式の取得請求権および取得条項

(1) 取得請求権

第八種優先株主は、下記①に定める第八種優先株式の取得を請求することができる期間中、当銀行が当該優先株式を取得するのと引換えに下記②および③に定める算定方法により算出される数の当銀行の普通株式を交付することを請求することができる。

① 取得を請求し得べき期間

優先株式の取得を請求し得べき期間は、平成 23 年 3 月 15 日以後とする。

② 取得の条件

優先株主は、上記①の期間中、当銀行が優先株式を取得するのと引換えに下記(a)および(b)に定める取得価額により、下記③の算式により算出された数の普通株式を交付することを請求することができる。

(a) 当初取得価額

当初取得価額は、163,400 円とする。

(b) 取得価額の調整

1 優先株式発行後、次のいずれかに該当する場合には、取得価額を次に定める算式（以下「取得価額調整式」という。）により調整する。取得価額調整式を用いる計算については、10 円の位まで算出し、その 10 円の位を四捨五入する。

$$\text{調整後取得価額} = \text{調整前取得価額} \times \frac{\text{調整前普通株式数} + \frac{\text{新規発行普通株式数} \times 1 \text{ 株あたり払込金額}}{\text{調整前取得価額}}}{\text{調整前普通株式数} - \text{新規発行普通株式数}}$$

(i) 調整前取得価額を下回る払込金額をもって普通株式を発行する場合（自己株式を処分する場合を含む。）、調整後取得価額は、払込みの翌日以降、または算集のための基準日がある場合はその日の翌日以降これを適用する。処分される自己株式の数は取得価額調整式における「新規発行普通株式数」に算入される。

(ii) 株式の分割または株式無償割当てにより普通株式を発行する場合（自己株式を処分する場合を含む。）、調整後取得価額は、株式の分割または株式無償割当てのための基準日の翌日以降、これを適用する。ただし、剰余金の額を減少して資本金の額を増加することを条件としてその部分をもって株式の分割または株式無償割当てにより普通株式を発行する（自己株式を処分する場合を含む。）普通取締役会で決議し、または取締役会による委任を受けた取締役が決定する場合で、当該資本金の額の増加の決議をする株主総会の終結の日以前の日を株式の分割または株式無償割当てのための基準日とする場合には、調整後取得価額は、当該資本金の額の増加の決議をした株主総会の終結の日の翌日以降、これを適用する。

(iii) 普通株式の交付と引換えに取得を請求できる株式であって当該株式 1 株と引換えに交付される普通株式の数の算定にあたり当該株式 1 株の払込金額を調整前取得価額を下回る価額をもって除する旨定められた株式または募集新株予約権の払込金額および当該新

2022 Dec 21 PM 3:13

株予約権の行使に際して出資される財産の価額の合計額が調整前取得価額を下回ることとなる新株予約権を行使できる証券（権利）を発行する場合、調整後取得価額は、その証券（権利）の払込みもしくは判当日に、または算出のための基準日がある場合はその日の終わりに、発行される証券（権利）の全額の取得と引換えに普通株式が交付またはすべての新株予約権が行使されたものとみなし、その払込みもしくは判当日の翌日以降またはその基準日の後日以降これを適用する。以後の調整においては、かかるみなし株式数は、実際に当該取得請求または新株予約権の行使がなされた結果発行された株式数を上回る限りにおいて、既発行の普通株式数に算入される。

II 上記Iに掲げる場合のほか、合併、資本金の額の減少または普通株式の併合等により取得価額の調整を必要とする場合には、取締役会または取締役会による委任を受けた取締役が適当と判断する取得価額により変更される。

III 取得価額調整式に使用する調整前取得価額は、調整後取得価額を適用する前日において有効な取得価額とし、また、取得価額調整式で使用する既発行普通株式数は、基準日がある場合はその日、または、基準日がない場合は調整後取得価額を適用する日の前日における当該発行の発行済普通株式数とする。なお、自己株式の数は取得価額調整式に使用する既発行普通株式数からは控除される。

IV 取得価額調整式に使用する1株あたりの払込金額とは、それぞれ以下のとおりとする。

(i) I(i)の調整前取得価額を下回る払込金額（または処分価額）をもって普通株式を発行（または自己株式を処分）する場合に、当該払込金額または処分価額（金銭以外の財産による払込みの場合にはその適正な価額）

(ii) I(ii)の株式の分割または株式無償割当てにより普通株式を発行する場合（自己株式を処分する場合を含む。）は0円

(iii) 普通株式の交付と引換えに取得を請求できる株式であって当該株式1株と引換えに交付される普通株式の数の算定にあたり当該株式1株の払込金額をI(iii)の調整前取得価額を下回る価額をもって除する旨定められた株式またはI(iii)で定める内容の新株予約権を行使できる証券（権利）を発行する場合は、当該取得価額または当該募集新株予約権の払込金額および当該新株予約権の行使に際して出資される財産の価額の合計額

(d) 取得と引換えに交付すべき普通株式数

優先株式の取得と引換えに交付すべき普通株式数は、次のとおりとする。

$$\text{取得と引換えに交付すべき普通株式数} = \frac{\text{優先株式が取得を請求した優先株式の数} \times 2,035,700 \text{ 円}}{\text{取得価額}}$$

取得と引換えに交付すべき普通株式数の算出にあたっては、1株未満の端数を切り捨て、かかる端数について会社法第187条第3項に定める金銭の交付は行わない。

(2) 取得条項

2022 DEC 21 PM 3:18

当銀行は、第八種優先株式の全部または一部を取得し、これと引換えに下記に定める算定方法により算出される数の当銀行の普通株式を当該優先株式の優先株主に対して交付することができる。

当銀行が取得する優先株式の数	
取得と引換えに交付すべき	×2,035,700 円
普通株式数	取得価額

取得と引換えに交付すべき普通株式数の算出にあたって 1 株に満たない端数が生じたときは、会社法第 234 条の規定によりこれを取り扱う。取得価額は、上記「(1) 取得請求権」②(a)および(b)に定める取得価額をいう。

2022 FFC 21 P.13:18

(別紙3)

第十三種優先株式の取得請求権および取得条項

(1) 取得請求権

第十三種優先株式は、下記①に定める第十三種優先株式の取得を請求することができる期間中、当銀行が当該優先株式を取得するのと引換えに下記②および③に定める算定方法により算出される数の当該銀行の普通株式を交付することを請求することができる。

① 取得を請求し得べき期間

優先株式の取得を請求し得べき期間は、平成23年3月15日以降とする。

② 取得の条件

優先株式は、上記①の期間中、当銀行が優先株式を取得するのと引換えに下記(a)および(b)に定める取得価額により、下記③の算式により算出される数の普通株式を交付することを請求することができる。

(a) 当初取得価額

当初取得価額は、100,000円とする。

(b) 取得価額の調整

1 優先株式発行後、次のいずれかに該当する場合には、取得価額を次に定める算式（以下「取得価額調整式」という。）により調整する。取得価額調整式を用いる計算については、10円の位まで算出し、その10円の位を四捨五入する。

$$\text{調整後取得価額} = \text{調整前取得価額} \times \frac{\text{新規発行普通株式数} + \frac{\text{新規発行} \times 1 \text{株あたりの払込金額}}{\text{調整前取得価額}}}{\text{既発行普通株式数} + \text{新規発行普通株式数}}$$

(i) 調整前取得価額を下回る払込金額をもって普通株式を発行する場合（自己株式を処分する場合を含む。）、調整後取得価額は、払込みの翌日以降、または募集のための基準日がある場合はその日の翌日以降これを適用する。処分される自己株式の数は取得価額調整式における「新規発行普通株式数」に算入される。

(ii) 株式の分割または株式無償割当てにより普通株式を発行する場合（自己株式を処分する場合を含む。）、調整後取得価額は、株式の分割または株式無償割当てのための基準日の翌日以降、これを適用する。ただし、剰余金の額を減らして資本金の額を増加することを発案としてその部分をもって株式の分割または株式無償割当てにより普通株式を発行する（自己株式を処分する場合を含む。）旨取締役会で決議し、または取締役会による委任を受けた取締役が決定する場合で、当該資本金の額の増加の決議をした株主総会の終結の日以前の日を株式の分割または株式無償割当てのための基準日とする場合には、調整後取得価額は、当該資本金の額の増加の決議をした株主総会の終結の日の翌日以降、これを適用する。

(iii) 普通株式の交付と引換えに取得を請求できる株式であって当該株式1株と引換えに交付される普通株式の数の算定にあたり当該株式1株の払込金額を調整前取得価額を下回る価額をもって除する旨定められた株式または募集新株予約権の払込金額および当該新

新株予約権の行使に際して出資される財産の価額の合計額が調整前取得価額を下回ることとなる新株予約権を行使できる証券（権利）を発行する場合、調整後取得価額は、その証券（権利）の払込みもしくは割当日に、または募集のための基準日がある場合はその日の終わりに、発行される証券（権利）の全額の取得と引換えに普通株式が交付またはすべての新株予約権が行使されたものとみなし、その払込みもしくは割当日の翌日以降またはその基準日の翌日以降これを適用する。以後の調整においては、かかるみなし株式数は、実際に当該取得請求権または新株予約権の行使がなされた結果発行された株式数を上回る限りにおいて、既発行の普通株式数に算入される。

- II 上記Iに掲げる場合のほか、合併、資本金の額の減少または普通株式の併合等により取得価額の調整を必要とする場合には、取締役会または取締役会による委任を受けた取締役が適当と判断する取得価額により変更される。
- III 取得価額調整式に使用する調整前取得価額は、調整後取得価額を適用する前日において有効な取得価額とし、また、取得価額調整式に使用する既発行普通株式数は、基準日がある場合はその日、または、基準日がない場合は調整後取得価額を適用する日の前日における当該発行済普通株式数とする。なお、自己株式の数は取得価額調整式に使用する既発行普通株式数からは控除される。
- IV 取得価額調整式に使用する1株あたりの払込金額とは、それぞれの次のとおりとする。

- (i) I(i)の調整前取得価額を下回る払込金額（または処分価額）をもって普通株式を発行（または自己株式を処分）する場合には、当該払込金額または処分価額（金銭以外の財産による払込みの場合にはその適正な評価額）
- (ii) I(ii)の株式の分割または株式無償割当てにより普通株式を発行する場合（自己株式を処分する場合を含む。）は、(i)
- (iii) 普通株式の交付と引換えに取得を請求できる株式であって当該株式1株と引換えに交付される普通株式の数の算定にあたり当該株式1株の払込金額をI(iii)の調整前取得価額を下回る価額をもって除する旨定められた株式またはI(iii)で定める内容の新株予約権を行使できる証券（権利）を発行する場合は、当該取得価額または当該募集新株予約権の払込金額および当該新株予約権の行使に際して出資される財産の価額の合計額

③ 取得と引換えに交付すべき普通株式数

優先株式の取得と引換えに交付すべき普通株式数は、次のとおりとする。

$$\text{取得と引換えに交付すべき普通株式数} = \frac{\text{優先株式が取得を請求した優先株式の数} \times 212,050 \text{ 円}}{\text{取得価額}}$$

取得と引換えに交付すべき普通株式数の算出にあたっては、1株未満の端数を切り捨て、かかる端数について会社法第167条第3項に定める金銭の交付は行わない。

(2) 取得条項

2022 DEC 21 PM 3:48

当銀行は、第十三種優先株式の全部または一部を取得し、これと引換えに下記に定める算定方法により算出される数の当銀行の普通株式を当該優先株式の優先権中に対して交付することができる。

$$\text{取得と引換えに交付すべき普通株式数} = \frac{\text{当銀行が取得する優先株式の数} \times 212,000 \text{ 円}}{\text{取得価額}}$$

取得と引換えに交付すべき普通株式数の算出にあたって 1 株に満たない端数が生じたときは、会社法第 234 条の規定によりこれを取り扱う。取得価額とは、上記「(1) 取得請求権」②(a)および(b)に定める取得価額をいう。

2022DEC 21 PM 3:48

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ARTICLES OF INCORPORATION

OF

MIZUHO BANK, LTD.

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2022 DEC 21 PM 3:18