

PROSPECTUS SUPPLEMENT
(To prospectus dated August 5, 2022)



Mizuho Financial Group, Inc.

U.S.\$800,000,000 5.382% Senior Callable Fixed-to-Fixed Reset Rate Notes due 2030
U.S.\$700,000,000 5.594% Senior Callable Fixed-to-Fixed Reset Rate Notes due 2035

Mizuho Financial Group, Inc., a joint stock corporation incorporated with limited liability under the laws of Japan (“Mizuho Financial Group” or the “Issuer”), will issue an aggregate principal amount of \$800,000,000 of senior callable fixed-to-fixed reset rate notes due July 10, 2030 (the “6-year Notes”) and an aggregate principal amount of \$700,000,000 of senior callable fixed-to-fixed reset rate notes due July 10, 2035 (the “11-year Notes” and, together with the 6-year Notes, the “Notes,” or the “Fixed-to-Fixed Reset Rate Notes”).

The 6-year Notes will bear interest (i) from (and including) July 10, 2024 to (but excluding) July 10, 2029 (the “6-year Notes Reset Date”), at the fixed rate of 5.382% per annum, payable semi-annually in arrears on January 10 and July 10 of each year, with the first interest payment to be made on January 10, 2025, and (ii) from (and including) the 6-year Notes Reset Date to (but excluding) the maturity date, at a fixed per annum rate equal to the applicable U.S. Treasury Rate (as defined below) as determined by the Calculation Agent (as defined below) on the 6-year Notes Reset Determination Date (as defined below) as described under “Description of the Notes—Fixed-to-Fixed Reset Rate Notes—Determination of the U.S. Treasury Rate,” plus 1.08%, payable semi-annually in arrears on January 10, 2030 and July 10, 2030. The 6-year Notes will mature on July 10, 2030.

The 11-year Notes will bear interest (i) from (and including) July 10, 2024 to (but excluding) July 10, 2034 (the “11-year Notes Reset Date”), at the fixed rate of 5.594% per annum, payable semi-annually in arrears on January 10 and July 10 of each year, with the first interest payment to be made on January 10, 2025, and (ii) from (and including) the 11-year Notes Reset Date to (but excluding) the maturity date, at a fixed per annum rate equal to the applicable U.S. Treasury Rate as determined by the Calculation Agent on the 11-year Notes Reset Determination Date (as defined below) as described under “Description of the Notes—Fixed-to-Fixed Reset Rate Notes—Determination of the U.S. Treasury Rate,” plus 1.30%, payable semi-annually in arrears on January 10, 2035 and July 10, 2035. The 11-year Notes will mature on July 10, 2035.

Mizuho Financial Group may redeem, at its option, each series of the Notes, in whole, but not in part, on the date that is one year prior to the maturity date of such series of Notes, at the applicable redemption price, subject to certain conditions. See “Description of Notes—Optional Redemption.” In addition, Mizuho Financial Group may at its option redeem the Notes of each series, in whole, but not in part, upon the occurrence of certain changes in Japanese tax law, subject to certain conditions. See “Description of the Notes—Optional Tax Redemption.” Each series of the Notes will not be subject to any sinking fund. The Notes will be represented by one or more global notes deposited with a custodian for and registered in the name of a nominee of The Depository Trust Company (“DTC”), as depository. Beneficial interests in the Notes will be shown on, and transfers thereof will be effected only through, records maintained by DTC and its direct and indirect participants, including Euroclear Bank SA/NV (“Euroclear”), and Clearstream Banking S.A. (“Clearstream”). The Notes will be issued only in registered form in minimum denominations of \$200,000 and integral multiples of \$1,000 in excess thereof.

The net proceeds from the issuance and sale of each series of the Notes will be used to make a loan to Mizuho Bank (as defined below), which intends to utilize such funds for its general corporate purposes. See “Use of Proceeds.”

Each series of the Notes is intended to qualify as external total loss-absorbing capacity (“TLAC”) debt under the Japanese TLAC Standard (as defined below). The Notes will be Mizuho Financial Group’s direct, unconditional, unsubordinated and unsecured obligations and rank pari passu and without preference among themselves and with all other unsecured obligations, other than subordinated obligations of Mizuho Financial Group (except for statutorily preferred exceptions) from time to time outstanding. See also “Risk Factors—Risks Relating to the Notes—The Notes will be structurally subordinated to the liabilities of our subsidiaries, including Mizuho Bank and Mizuho Trust & Banking.”

We have made an application to the Luxembourg Stock Exchange to list the Notes on the official list of the Luxembourg Stock Exchange and for such Notes to be admitted to trading on the Luxembourg Stock Exchange’s Euro MTF Market. The Luxembourg Stock Exchange’s Euro MTF Market is not a regulated market for the purposes of Directive 2014/65/EU (“MiFID II”) or Regulation (EU) No 600/2014 as it forms part of domestic law in the United Kingdom (as amended, “UK MiFIR”). This prospectus supplement with the accompanying prospectus constitutes the listing prospectus for purposes of Part IV of the Luxembourg law on prospectuses for securities dated July 16, 2019. This prospectus supplement and the accompanying prospectus do not constitute a prospectus for the purposes of Regulation (EU) 2017/1129 or such regulation as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (as amended, the “EUWA”).

Investing in the Notes involves risks. You should carefully consider the risk factors set forth in “Item 3.D. Key Information—Risk Factors” of our most recent annual report on Form 20-F filed with the U.S. Securities and Exchange Commission (the “SEC”), and in the “Risk Factors” section beginning on page S-7 of this prospectus supplement before making any decision to invest in the Notes.

	Per 6-year Note	Per 11-year Note	Total
Public offering price ⁽¹⁾	100.000%	100.000%	\$1,500,000,000
Underwriting commission	0.350%	0.450%	\$ 5,950,000
Proceeds, before expenses, to us ⁽¹⁾	99.650%	99.550%	\$1,494,050,000

⁽¹⁾ Plus accrued interest from July 10, 2024, if settlement occurs after that date.
Neither the SEC nor any state securities commission has approved or disapproved of the Notes or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The Notes offered by this prospectus supplement and the accompanying prospectus are being offered by the underwriters, subject to prior sale, withdrawal, cancellation or modification of the offer without notice, to delivery to and acceptance by the underwriters and to certain further conditions. It is expected that the Notes will be delivered in book-entry form only, on or about July 10, 2024, through the facilities of DTC and its participants, including Euroclear and Clearstream.

Joint Lead Managers and Joint Bookrunners

Mizuho

J.P. Morgan

Joint Lead Managers

BofA Securities

Goldman Sachs & Co. LLC

Senior Co-Managers

Natixis

Co-Managers

Great Pacific Securities