

May 22, 2006
Mizuho Trust & Banking Co., Ltd.

**Announcement Regarding the Repurchase Authorization of Own Shares (Preferred Shares)
(Repurchase of Own Shares by Resolution of the Shareholders pursuant to
Article 156-1 of the Company Law)**

We, Mizuho Trust & Banking Co., Ltd., hereby notify that the Board of Directors today has resolved to propose the repurchase authorization of our own shares (preferred shares) at the annual general meeting of our shareholders scheduled on June 27, 2006.

We intend to obtain the repurchase authorization at the annual general meeting of our shareholders prior to the actual repurchase, aiming to minimize the risk of dilutive effects of our common shares resulting from conversion of the preferred shares already in the conversion period and to improve the quality of our capital in view of the recent improvement of the financial soundness of our company.

1. Reason for the repurchase authorization of own shares

The repurchase authorization that we are proposing at the annual general meeting of our shareholders, pursuant to Article 156-1 of the Company Law, is to implement flexible capital management policies for the purpose of “minimizing the risk of dilutive effects of our common shares” and “improvement in the quality of our capital.”

2. Details of the repurchase authorization of own shares

(1) Type and total number of shares to be repurchased

First Series Class I Preferred Stock, Maximum of 300,000,000 shares

(2) Details of cash etc. and total amount to be paid for the repurchase

Maximum of 33 billion yen to be paid for the repurchase of First Series Class I Preferred Stock

(3) Term of validity for the repurchase authorization

Within 1 year after the end of the annual general meeting of our shareholders scheduled on June 27, 2006

[Reference] Summary of our preferred shares outstanding

	First Series Class I Preferred Stock	Second Series Class III Preferred Stock
Original date of issuance	March 31, 1999	March 26, 2002
Number of shares issued	300,000,000 shares	800,000,000 shares
Price of shares issued	500 yen per share	150 yen per share
Total amount issued	150 billion yen	120 billion yen
Shareholder and percentage of shares held	Mizuho Financial Group, Inc. 100%	Mizuho Financial Group, Inc. 100%
Preferred dividends	6.5 yen per annum per share	1.5 yen per annum per share
Conversion ratio (ref.: conversion price)	6.098 (approx. 82 yen)	2.423 (approx. 62 yen)
Adjustment to the conversion ratio	The current conversion ratio equals to the Maximum Conversion Ratio and will not be adjusted until the Deemed Conversion Date.	In the event that the conversion ratio calculated on the predetermined formula (Note 1) on each July 1 to July 1, 2018 (the “Conversion Ratio Adjustment Date”) is more than the current conversion ratio, the conversion ratio will be modified to such ratio.

Maximum Conversion Ratio	6.098	3.311
Deemed conversion (Note 2)	All of the preferred shares for which no conversion request is made by January 31, 2019, will be converted into the common shares in such number calculated by the predetermined formula on February 1, 2019 (the Deemed Conversion Date).	All of the preferred shares for which no conversion request is made by January 31, 2019, will be converted into the common shares in such number calculated by the predetermined formula on February 1, 2019 (the Deemed Conversion Date).

(Note 1)

The conversion ratio is calculated by dividing the issue price (150 yen) by the average price of the closing prices (including the closing bid or offered price) of the regular transaction of a common share of our company as reported by the Tokyo Stock Exchange for the 30 consecutive trading days (excluding any trading day or days on which neither closing price nor closing bid nor offered price is reported) commencing on the 45th trading day prior to each Conversion Ratio Adjustment Date.

(Note 2)

The Class I and the Class III preferred shares for which no conversion request is made during the conversion period, will be converted, on the Deemed Conversion Date, to the common shares in such number obtained by dividing the respective issue price by the average price of the closing prices (including the closing bid or offered price) of the regular transaction of a common share of our company as reported by the Tokyo Stock Exchange for the 30 consecutive trading days (excluding any trading day or days on which neither closing price nor closing bid nor offered price is reported) commencing on the 45th trading day prior to the Deemed Conversion Date. However, if such average price as described above is less than the amount set below, the Class I and the Class III preferred shares will be converted to the common shares obtained by dividing the issue price by the amount set below respectively.

Class I Preferred Stock: 80 yen

Class III Preferred Stock: the amount equal to 75% of the issue price (150 yen) divided by the initial conversion ratio (2.423)

This notice has been prepared for the purpose of announcing certain information concerning a proposal of the repurchase authorization of our own shares (preferred shares) at the annual general meeting of our shareholders. This notice is not an offer for sale or solicitation for investment or other similar activity.