

**Mizuho Securities UK Holdings Ltd**

**Financial Statements  
2010**

**MIZUHO**



# Financial Statements 2010

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## **General Information**

### **Directors**

Mr M. Hirakata	Chairman and Non-Executive Director
Mr P. Hearn	Chief Executive Officer
Mr I. Abrams	Non-Executive Director
Mr G. Mitchell OBE	Non-Executive Director
Mr M. Mochizuki	Non-Executive Director
Mr S. Wako	Non-Executive Director
Mr Y. Endo	Non-Executive Director

### **Company Secretary**

Mr B. Lanaghan

### **Auditors**

Ernst & Young LLP  
1 More London Place  
London SE1 2AF

### **Registered Office**

Bracken House  
One Friday Street  
London EC4M 9JA  
Tel: 020 7236 1090

Registered in England and Wales Number 7103718

## Directors' Report

The Directors submit their Report and the financial statements for the period ended 31<sup>st</sup> March 2010.

### Principal Activity

Mizuho Securities UK Holdings Ltd ('the Company') and its subsidiary entities ('the Group') are the London based securities underwriting, broking and trading group within the Mizuho Financial Group, headed by Mizuho Financial Group, Inc.. The Company's immediate parent company is Mizuho Securities Co., Ltd ('Mizuho Securities'). The Group's activities include both customer facilitation and trading businesses in debt and equity securities, alternative assets, repurchase activities, money market loans and deposits, and the provision of custody services. In order to meet customer demand and maintain access to market liquidity the Group arranges and manages issues of securities and carries portfolios of securities, together with derivative instruments for hedging and trading purposes. The Group's legacy proprietary activities involved taking positions as principal in interest rate, credit and equity products and in alternative assets. The techniques used by the Group to manage the risks inherent in its business are described in note 32 to these financial statements.

The Group has deposit taking and other permissions relating to its investment and custody businesses pursuant to the provisions of the Financial Services and Markets Act 2000 and the rules of the Financial Services Authority.

The Group has a branch office in Zurich, Switzerland.

### Group Restructuring

During 2010 the UK Group was restructured so as to create a new UK holding company for the Group (Mizuho Securities UK Holdings Ltd incorporated on 14<sup>th</sup> December 2009), being itself a wholly owned subsidiary of Mizuho Securities.

The new UK holding company has been established to act solely as a financial holding company and to perform certain group management functions. The Company owns the entire share capital of Mizuho International plc ("Mizuho International") and Structured Credit America Ltd ("SCA").

Mizuho International is the principal operating company within the Group, whilst SCA has been established to manage the disposal and settlement of the Group's portfolio of US securitisation legacy positions. This portfolio was sold to SCA by Mizuho International with effect from 1<sup>st</sup> April 2009. Further details of the Group restructuring are provided in note 33C to these financial statements.

### Results for 2010

The performance of the Group has stabilised during the current year, as market conditions improved during 2010 following the turbulence of the previous two years. In particular both credit and equity markets experienced some form of recovery as the impact of government support, lower than expected default rates and the resumption of economic growth were reflected in higher valuations.

The Group earned a profit of £45.0 million for the year ended 31<sup>st</sup> March 2010 (2009: loss £267.5 million), and this represents a significant improvement upon the losses reported in the previous two years. This profit is attributable to the success of the Group's ongoing Client businesses, whilst risk reduction and run off in respect of legacy activities has also delivered a small net profit during the year. An analysis of trading profit / loss split between

## Directors' Report (continued)

the principal business areas described below is given in note 6 to these financial statements. Detailed segmental analysis of income and assets has not been prepared as described in note 1 to these financial statements.

The result for the year has reduced the Group's unutilised tax losses, however no deferred tax asset has been recognised due to the uncertain timing and level of future profits.

### *Client businesses*

Trading profit of £124.1 million (2009: £72.8 million) was earned by the Group's Client businesses during the current year. Significant contributions to revenue were generated by each of the Group's major Client business streams, and the Group was able to expand its activities within both the repurchase markets and in debt broking to take advantage of market opportunities. The Group participated in the underwriting and distribution of several large equity and convertible bond issues during the year, and the Custody business continued to provide a stable income stream throughout the year.

The Group maintained its investments in the Caliburn fund of funds product, and in the Apposite Healthcare private equity fund, which experienced revaluation gains during the current period.

### *US Structured Credit business*

The current year has witnessed further progress in the management and reduction of exposures acquired through this business, and these activities earned trading profit of £5.8 million for the Group during 2010 (2009: trading loss £38.5 million).

The management of these exposures has been transferred to a different Group entity during 2010 as described below. Furthermore, a number of special purpose companies that were set up to facilitate this business have either been liquidated, or are in the process of being liquidated (further details are given in note 33 to these financial statements). The remaining exposures to US asset backed securities are given in note 32 to these financial statements.

### *Other Legacy business*

Trading profit of £24.3 million was earned from the Group's Legacy business during the current year (2009: trading loss £183.6 million). The Group has continued to reduce its exposures to positions held by former proprietary trading and other legacy business streams. These exposures have been reduced through repayment as obligations have fallen due, via direct sale as market opportunities have arisen, and through negotiation with counterparties to terminate contracts.

Through this process some significant risk exposures have been reduced, and these include credit exposures to certain derivative counterparties to legacy UK structured credit transactions. The size of these exposures has also fallen due to improved market conditions and credit spread tightening, which in particular has led to a fall in the level of the Group's aggregate counterparty valuation adjustments to £56.4 million (2009: £142.6 million). Further details of these credit exposures are given in note 32 to these financial statements.

### *Going Concern*

After making enquiries, the Directors have reasonable expectation that the Group and the Company have adequate resources to continue in operational existence for the foreseeable future. Accordingly, the going concern basis in preparing the financial statements continues to be adopted.

## **Directors' Report (continued)**

The Group is expected to maintain a healthy capital and liquidity surplus, which together with the ongoing support and commitment provided by Mizuho Securities, has allowed management to conclude that the Group's financial position remains sound.

The Group's total equity after retained losses is £466.0 million as at 31<sup>st</sup> March 2010, which compares to total equity of £354.1 million as at 31<sup>st</sup> March 2009. The Group has increased its retained equity as a result of capital injections during the year of £70.3m, together with retained earnings of £45.0 million as described above. Further details are given in notes 26 and 27 to these financial statements.

The Group performs regular forward looking regulatory capital projections, which incorporate future income expectations, the impact of future business plans on capital requirements and potential stress scenarios.

In addition, the Group performs regular projections of its liquidity position. The Group has consistently maintained strong liquidity and expects to do so for the foreseeable future. Short term funds are sourced from international money markets, through unsecured borrowing or repurchase arrangements, and longer term funding is sourced from MTN issuance and borrowing from the wider Mizuho group.

### **Other highlights of the year**

#### *Business Planning*

The Group, in conjunction with its parent company, has completed its three year business plan. This has established key areas of focus within its existing Client business streams for future development and expansion, and has identified additional related areas for future investment.

#### *Infrastructure development*

The Group has continued to proceed with infrastructure initiatives identified in previous years, and it is expected that these developments will be released into production during 2011. In particular, investment has been made into front office performance monitoring, regulatory and financial reporting systems.

### **Performance Measurement and Management**

The Group and its business streams are managed in accordance with a variety of measures, which are reported on a regular basis to the Executive Committee. The primary measures that are used to monitor and manage performance within the Group include: profit before taxation, capital utilisation, VaR consumption, stress test exposure and return on capital by business area.

## **Directors' Report (continued)**

### **Future Prospects**

Our focus for 2011 will be to develop our client facing businesses, and as noted above a number of areas for growth have been identified. It is expected that this initiative will drive revenue growth in future years, although it is also recognised that financial markets remain highly competitive notwithstanding the events of the previous two years.

Any activities will be closely coordinated with other Mizuho Financial Group companies and we expect to build ever closer links where this is appropriate and permitted by regulation.

It is expected that further benefits will accrue as a consequence of the merger between Shinko Securities Co., Ltd and Mizuho Securities Co., Ltd, a fellow member of the Mizuho Financial Group, which took effect on 7<sup>th</sup> May 2009.

We also expect to see some growth in demand for our capital markets products in certain new markets, particularly in Asia, and we will look to becoming more globally aligned with Mizuho Securities. We remain confident that our diversified product offering will enable us to continue to expand and prosper in a controlled manner.

Significant progress has been made during 2010 in the unwinding of inventory relating to legacy proprietary and other businesses, however this process has not yet been completed and the Group still maintains exposure to a number of these portfolios. The Group will continue to reduce these exposures as opportunities arise, and as noted above management projections and stress tests indicate that the Group is sufficiently capitalised to bear further adverse developments in relation to these positions.

### **Use of Financial Instruments**

As a global financial services business, the Group is affected by the factors driving the markets in which it operates. The major risks to which the Group is exposed are market risk, credit risk, longevity risk, liquidity risk, operational risk and legal risk. As these different risk factors can impact the Group's business strategies, and can directly affect earnings, the Directors have established a comprehensive framework for managing these risks, with the Executive Committee and Risk Committee setting and regularly reviewing policies and limits.

Details of the management of these risks are included in note 32 to the financial statements. These risk factors, as well as other influences beyond the Directors' control, mean that income and operating result may, and are likely to, continue to vary from period to period.

The Group uses derivative contracts to manage its exposures to market and credit risks, including those arising with respect to its own debt issues. Hedge accounting is used when certain criteria are met as explained in note 2 to these financial statements.

## Directors' Report (continued)

### Directors

The following served as Directors of the Company during the period ended 31<sup>st</sup> March 2010:

#### Executive Directors

Mr S. Matsushima (Chairman and Chief Executive Officer)	Appointed 14 <sup>th</sup> December 2009 Resigned 31 <sup>st</sup> March 2010
Mr S. Berwick	Appointed 14 <sup>th</sup> December 2009 Resigned 3 <sup>rd</sup> January 2010
Mr P. Hearn	Appointed 4 <sup>th</sup> January 2010

#### Non-Executive Directors

Mr I. Abrams	Appointed 18 <sup>th</sup> January 2010
Mr M. Hirakata	Appointed 18 <sup>th</sup> January 2010
Mr G. Mitchell OBE	Appointed 18 <sup>th</sup> January 2010
Mr M. Mochizuki	Appointed 14 <sup>th</sup> December 2009
Mr S. Wako	Appointed 18 <sup>th</sup> January 2010

On 1<sup>st</sup> April 2010 Mr M. Hirakata was appointed as Chairman, and Mr P. Hearn was appointed as Chief Executive Officer. On 12<sup>th</sup> May 2010 Mr Y. Endo was appointed as Non-Executive Director.

There are no Directors' interests requiring disclosure under the Companies Act 2006.

The Company has granted an indemnity to its Directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the Directors' Report.

### Corporate Governance

As the Company is not listed there is no requirement to comply with the Combined Code of Corporate Governance. However, the Directors consider that Corporate Governance is an important matter and have adopted a number of procedures set out in the Combined Code.

The principal procedures are detailed below:

- The Board meets four times each year and more frequently where business needs require.
- As at 31<sup>st</sup> March 2010 the Board consisted of two Executive Directors, and five Non-Executive Directors.
- In order to facilitate the effective conduct of business across the Group, the Board operates three committees within both the Company and Mizuho International. These are the Executive Committees, the Audit and Compliance Committees and the Remuneration Committees of the Company and Mizuho International, and their affairs are organised to encompass the conduct of business across the Group. The Board itself, however, ultimately remains responsible for all delegated matters. The responsibilities and constitution of these committees, referred to in the singular below, are as follows:



## Directors' Report (continued)

- **The Executive Committee** is responsible for running the Group on a day to day basis. The executive committee of the Company meets at least once a month and the executive committee of Mizuho International plc meets at least once a week. The committee is chaired by the Chief Executive and members of the committee are appointed by the Board on the recommendation of the Chief Executive. The committee's main responsibilities are to:
  - Ensure the Group conducts its business according to the strategy agreed by the Board and the Company's shareholders;
  - Review annual business plans and budgets and present them to the Board for approval;
  - Review the financial results of the Group on a monthly basis;
  - Report to the Board changes to the annual budget and material budget variances;
  - Authorise general policies of the Group;
  - Review the Group's liquidity position on a regular basis; and
  - Ensure the Risk Committee; the New Product Committee; the IT Steering Committee; the Health and Safety Committee; and the Operational Risk Committee operate as prescribed.

**The Risk Committee** is the principal sub committee of the Executive Committee and is responsible for advising the Executive Committee on risk policies and limits for both market and credit risk, across the business, and monitors compliance with these limits. The Risk Committee meets on a weekly basis. It is chaired by the Chief Risk Officer. The Chief Financial Officer, the Head of Product Control, the Head of Credit Risk, the Head of Market Risk, the Head of Methodology and Model Validation and representatives of the front and back office also attend the Risk Committee meetings.

- **The Audit and Compliance Committee** has the following responsibilities:
  - Monitoring the integrity of the financial statements and accounting policies of the Group and Company;
  - Monitoring and reviewing the performance of the internal audit function, the compliance function and the external auditors;
  - Reporting to the Board on issues raised by both internal and external audit;
  - To appraise, improve and reinforce the control environment of the Group; and
  - Reviewing compliance with the rules and observations of the Financial Services Authority and other relevant regulatory agencies.

The committee meets on a quarterly basis and more frequently if required. It is comprised solely of Non-Executive Directors and is chaired by Mr G. Mitchell OBE who reports directly to the Board. The Chairman is entitled to invite the external auditors, Chief Executive, Chief Financial Officer, the Head of Internal Audit and the Head of Compliance and any other staff members to attend the committee's meetings. The committee is empowered to investigate any matters that cause it concern.

## **Directors' Report (continued)**

- **The Remuneration Committee's** purpose is to approve the Group's remuneration policy generally and specific remuneration at certain senior levels.

The committee meets at least three times a year. It is comprised solely of Non-Executive Directors and is chaired by Mr G. Mitchell OBE who reports directly to the Board. The Chairman is entitled to invite the Chief Executive Officer and the Head of Human Resources and any other staff members to attend the committee's meetings.

The Group's organisational structure is designed to ensure that responsibilities are defined, authority only delegated where appropriate, and that the Board receives regular management accounts containing a sufficient level of analysis of the financial performance of the Group and Company. In respect of internal financial controls the Directors are responsible for ensuring that the Board meets regularly to review this information and takes appropriate decisions on all material matters.

### **Charitable and Political Donations**

During the period ended 31<sup>st</sup> March 2010 the Group made donations to a variety of charities totalling £82,600 (2009: £3,500). The Group made no donations to political parties or their affiliated organisations.

### **Employment Policies**

The Group is committed to equal opportunities for all, irrespective of race, colour, religion or belief, ethnic or national origins, gender, age, family status, sexual orientation, disability, or political opinion.

The Group is committed to taking positive action to promote such equality of opportunity and our recruitment, training, benefits and promotion procedures are based on an individual's qualifications, merit and ability against the requirements of the job.

All staff are made aware of the provisions of this policy and must attend a seminar outlining the Group's policy. Staff have a positive responsibility to comply with this policy and ensure that the terms are put into effect. Full details of the Group's Equality and Diversity Policy are available on the Group's intranet site.

The Group places considerable value on the involvement of its employees and has a practice of keeping them informed on matters affecting them as employees and on the various factors affecting the performance of the Group. This is achieved through regular circulars distributed throughout the Group, through the intranet site and through the Directors' Report and financial statements which are made available to all employees.

### **Payment to Creditors**

It is the Group's policy to settle all of its trading transactions on the agreed settlement date. Trade creditors are paid in accordance with the relevant agreed contractual terms.

At 31<sup>st</sup> March 2010 the amount owed to trade creditors by the Group, expressed as a proportion of the amounts invoiced by suppliers during the twelve months then ended, was 16 days (2009: 16 days).

## Directors' Report (continued)

### Auditors

Ernst & Young LLP were appointed as Auditors of the Company during this financial period. Ernst & Young LLP, have expressed their willingness to continue in office and a resolution re-appointing them as Auditors of the Group and Company and authorising the Directors to determine their remuneration will be proposed at the forthcoming Annual General Meeting.

A handwritten signature in blue ink, appearing to be 'B. Lanaghan', written over a faint circular stamp.

By Order of the Board  
B. Lanaghan  
Company Secretary  
28<sup>th</sup> May 2010

## Statement of Directors' Responsibilities

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group and Company for that period. In preparing these financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and accounting estimates that are reasonable and prudent;
- State whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Each of the Directors has ensured that so far as they are aware, there is no relevant audit information of which the Group's auditors are unaware, and consider that they have each taken all of the steps they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

## **Independent Auditor's Report to the Members of Mizuho Securities UK Holdings Ltd**

We have audited the financial statements of Mizuho Securities UK holdings Ltd for the year ended 31<sup>st</sup> March 2010 which comprise the Group Profit and Loss Account, the Group and Company Balance Sheets, the Group Statement of Total Recognised Gains and Losses and the related notes 1 to 34. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditors**

As explained more fully in the Statement of Directors' Responsibilities set out on page 11, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Group's and the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements.

### **Opinion on financial statements**

In our opinion the financial statements:

- Give a true and fair view of the state of the Group's and the Company's affairs as at 31<sup>st</sup> March 2010 and of the Group's and Company's profit for the year then ended;
- Have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- Have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matter prescribed by the Companies Act 2006**

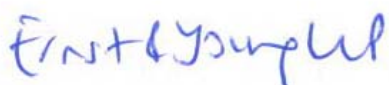
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## **Independent Auditor's Report to the Members of Mizuho Securities UK Holdings Ltd (continued)**

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- Adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- The parent company financial statements are not in agreement with the accounting records and returns; or
- Certain disclosures of Directors' remuneration specified by law are not made; or
- We have not received all the information and explanations we require for our audit.



Maurice McCormick (Senior Statutory Auditor)  
For and on behalf of Ernst & Young LLP, Statutory Auditor  
London  
28<sup>th</sup> May 2010

## Consolidated Profit and Loss Account

for the year ended 31<sup>st</sup> March 2010

	Note	2010 £ millions	2009 £ millions
Interest receivable	4	5.7	18.9
Interest payable	4	-	(0.3)
Net interest income		<b>5.7</b>	18.6
Fees and commissions receivable	5	69.8	32.9
Fees and commissions payable	5	(56.3)	(33.8)
Net fees and commissions		<b>13.5</b>	(0.9)
Net trading profit / (loss)	6	<b>154.2</b>	(149.3)
Other operating income	7	-	0.4
Operating profit / (loss)		<b>173.4</b>	(131.2)
Administrative expenses	8	<b>(124.7)</b>	(128.5)
Depreciation and amortisation	18	<b>(5.1)</b>	(6.2)
Provisions for liabilities and charges	24	-	(1.4)
Operating profit / (loss) on ordinary activities before taxation		<b>43.6</b>	(267.3)
Tax on profit / (loss) on ordinary activities	9	<b>1.4</b>	(0.2)
Profit / (loss) for the year		<b>45.0</b>	(267.5)

# Consolidated Balance Sheet

as at 31<sup>st</sup> March 2010

Registered number: 7103718

	Note	2010 £ millions	2009 £ millions
<b>Assets</b>			
Reverse repurchase agreements	10	29,267.2	15,811.8
Trading financial assets	12	929.7	1,422.9
Trading derivative assets	13	421.0	1,030.1
Derivative assets held for risk management	14	190.0	298.6
Loans and advances to banks	15	187.5	252.0
Loans and advances to customers	16	117.3	55.1
Financial investments	17	82.7	73.2
Tangible fixed assets	18	8.5	13.1
Other assets	19	2,110.3	2,360.3
Prepayments and accrued income		35.4	73.8
<b>Total Assets</b>		<b>33,349.6</b>	<b>21,390.9</b>
<b>Liabilities and Equity</b>			
Deposits by banks	20	727.3	832.3
Customer accounts	21	108.9	29.4
Repurchase agreements	10	27,548.1	14,302.6
Trading financial liabilities	12	178.0	148.3
Trading derivative liabilities	13	741.6	1,868.6
Derivative liabilities held for risk management	14	181.6	266.7
Debt securities in issue	22	1,468.3	2,054.4
Other liabilities	23	1,833.1	1,445.1
Provisions for liabilities and charges	24	3.4	4.4
Pension liabilities	25	3.8	2.5
Accruals and deferred income		89.5	82.5
<b>Total Liabilities</b>		<b>32,883.6</b>	<b>21,036.8</b>
<b>Equity</b>			
Share capital	26	494.3	2,426.4
Share premium account	27	-	15.6
Other reserve	27	2,018.0	-
Profit and loss account	27	(2,046.3)	(2,087.9)
<b>Total Equity</b>		<b>466.0</b>	<b>354.1</b>
<b>Total Liabilities and Equity</b>		<b>33,349.6</b>	<b>21,390.9</b>

Approved and authorised for issue by the Board of Directors on 28<sup>th</sup> May 2010 and signed on its behalf by

Paul Hearn  
Chief Executive Officer



# Company Balance Sheet

as at 31<sup>st</sup> March 2010

Registered number: 7103718

	Note	2010 £ millions
<b>Assets</b>		
Loans and advances to banks	15	12.9
Financial investments	17	<u>481.4</u>
<b>Total Assets</b>		<u><b>494.3</b></u>
<b>Liabilities and Equity</b>		
<b>Equity</b>		
Share capital	26	<u>494.3</u>
<b>Total Equity</b>		<u><b>494.3</b></u>
<b>Total Liabilities and Equity</b>		<u><b>494.3</b></u>

Approved and authorised for issue by the Board of Directors on 28<sup>th</sup> May 2010 and signed on its behalf by



Paul Hearn  
Chief Executive Officer

## Statement of Total Recognised Gains and Losses

for the year ended 31<sup>st</sup> March 2010

	Note	2010 £ millions	2009 £ millions
Actuarial loss on defined benefit scheme	25	<b>(3.4)</b>	(2.7)
Net losses taken directly to equity		<b>(3.4)</b>	(2.7)
Profit / (loss) for the year		<b>45.0</b>	(267.5)
Total recognised gains and losses		<b>41.6</b>	(270.2)

# Notes to the Consolidated and Company Financial Statements

## 1 BASIS OF PREPARATION

The consolidated financial statements have been prepared under UK Generally Accepted Accounting Principles, and in accordance with the provisions of the Companies Act 2006 relating to Banking Companies.

The consolidated financial statements have been prepared in accordance with applicable Accounting Standards.

The Company is taking advantage of the exemption under section 408 of the Companies Act 2006 not to present its individual profit and loss account.

The Company's profit after taxation for the accounting period ended 31<sup>st</sup> March 2010 was £35,592.

### Accounting policies

The accounting policies that are significant in the context of the Company's consolidated financial statements are described in note 2. The accounting policies adopted by the Group in the preparation of the financial statements are consistent with those in the previous year (except as described in changes to accounting policy below).

### Basis of measurement

The consolidated financial statements have been prepared under the historical cost convention, as modified for derivative financial instruments, financial assets and liabilities at fair value through profit and loss and available for sale assets, all of which are measured at fair value.

### Functional and presentation currency

The consolidated financial statements are presented in Sterling which is the Group's functional currency and the financial information is presented in £ millions and has been rounded to the nearest £100,000 unless otherwise indicated.

### Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (see note 33) as at and for the year ended 31<sup>st</sup> March.

The financial statements of the subsidiaries that the Company controls are prepared for the same reporting financial period end as the Company using consistent accounting policies.

Intra-group entity balances, transactions, income and expenses and profits and losses arising from intra group entity transactions are eliminated in full.

## **Group restructuring under merger accounting**

The Group was restructured as described in note 33C. In accordance with the requirements of the Companies Act 2006 and FRS 6 – Acquisitions and mergers, the Group restructuring was accounted for under merger accounting.

Under merger accounting, the carrying values of the assets and liabilities of the parties to the combination are not adjusted to fair value on consolidation. Any required adjustments to achieve uniformity in accounting policies are made. The financial performance of all the combining entities are brought into the Group consolidated financial statements from the beginning of the financial year in which the combination occurred. The corresponding amounts are stated by including all the results for all the combining entities for the previous period and their balance sheets for the previous balance sheet date.

The difference between the notional value of shares issued by the Company plus the fair value of any other consideration given and the notional value of the shares received in exchange is shown as a movement in reserves in the consolidated financial statements.

## **Acquisition accounting for non group reconstruction consolidation**

Acquisition accounting applies to the consolidation of subsidiary entities into the Group accounts that is not covered by merger accounting above.

Subsidiaries, including special purpose companies, are consolidated from the date that control is transferred to the Company until the date that control ceases.

The Company controls a subsidiary, including special purpose companies, when it has the ability to direct the financial and operating policies of the subsidiary with a view to gaining economic benefits from its activities and the power to exercise dominant influence over the subsidiary.

Subsidiaries, including special purpose companies, which fall under the control of the Company are consolidated under the acquisition method of accounting. Under acquisition accounting, the identifiable assets and liabilities of the entities acquired are included in the consolidated balance sheet at their fair value at the date of acquisition. The cost of acquisition is measured at the fair value of the consideration given at the date of acquisition.

The excess of the fair value of the subsidiary's net identifiable assets acquired over the fair value of the purchase consideration is recorded as goodwill. The excess of the fair value of the consideration given over the subsidiary's net identifiable assets acquired over the fair value of the purchase consideration is recognised immediately in the profit and loss account.

## **Corresponding amounts**

Certain corresponding amounts have been reclassified to conform to current year's presentation.

### *Group*

The Group corresponding amounts are stated by including all the results for all the combining entities for the previous period and their balance sheets for the previous balance sheet date. The Group corresponding amounts comprise the results and balance sheets of Mizuho International plc and its subsidiary undertakings at the previous balance sheet date.

The corresponding amounts for share capital in note 26 show the share capital for Mizuho International plc which was the parent company of the Group as at 31<sup>st</sup> March 2009.

### *Company*

The Company was incorporated on 14<sup>th</sup> December 2009, therefore there are no Company corresponding amounts disclosed in these financial statements.

## **Related Party disclosures**

In accordance with the scope exclusions contained in FRS 8, the Company has not disclosed details of transactions or balances with entities which form part of Mizuho Financial Group, Inc. since more than 90% of the voting rights are controlled by the Mizuho Financial Group which includes the Company in its own financial statements, and which are publicly available.

## **Cash flow statement**

In accordance with the scope exclusions contained in FRS 1, the Company is not required to prepare a cash flow statement since more than 90% of the voting rights are controlled by its parent undertaking which includes the Company in its own financial statements, and which are publicly available.

## **Segmental analysis**

Consolidated segmental analysis of income has not been prepared as, in the opinion of the Directors, the Group has only one class of business, being investment banking, and operates in a global market which is not defined by geographical bounds.

## Changes in accounting policy and disclosures

### ***Basis of consolidation***

#### *Group restructuring under merger accounting*

As described note 1 – basis of consolidation: merger accounting, the Group restructuring during the financial year was accounted for by applying the merger accounting principles in FRS 6. For further details see note 1 – basis of consolidation and note 33C to these financial statements.

### ***New accounting standards adopted***

#### *Accounting disclosure – financial instruments*

The Accounting Standards Board issued amendments to FRS 29 financial instruments: disclosures in May 2009. The amendments to FRS 29 are mandatory for financial periods starting on or after 1<sup>st</sup> January 2009. Comparative information required by the amendments are not required in the first year of adoption.

The amendments require enhanced disclosures about fair value measurements and liquidity risk and introduce a new requirement for credit risk disclosures for loans and receivables, summarised as follows:

- Disclosures in tabular format of fair value hierarchy that reflect the significance of inputs used in measuring fair value for each class of financial assets and financial liabilities;
- Further disclosures for each class of financial assets and financial liabilities for fair values determined using inputs not based on observable data (level 3);
- Amendments to the definition of liquidity risk with disclosures only required for financial liabilities that will result in an outflow of cash or other financial assets;
- Disclosure of maturity analysis of non derivative financial liabilities is still required. Maturity analysis of derivative financial liabilities is required only if it is essential to the understanding of the timing of cash flows; and
- Disclosure of credit risk of loans and receivables designated at fair value through profit and loss.

The Group voluntarily provided certain of the proposed disclosures in the 2009 consolidated financial statements, specifically the reconciliation of the beginning balances and ending balances of level 3 financial instruments where such disclosure enhanced the understanding of the financial statements.

The 2010 disclosures in note 31 have been enhanced to include all the requirements of the FRS 29 amendments to show disclosure by class of financial assets and financial liabilities. Corresponding amounts by class of financial instrument have also been provided.

The 2010 liquidity risk disclosures in note 32D have been enhanced to include the requirements of the FRS 29 amendments. Corresponding amounts by class of financial instrument have also been provided.

## 2 ACCOUNTING POLICIES

### A – Financial instruments

#### *Regular way purchase or sale of financial assets*

Trade date accounting is applied for the purposes of recognising and de-recognising financial assets.

#### *Recognition*

Financial instruments are recognised when the Group becomes party to the contractual provisions of the relevant financial asset or financial liability.

Financial instruments are initially recorded at fair value, being the amount at which an asset or liability would be exchanged or settled between knowledgeable, willing parties in an arm's length transaction, and in the case of financial assets or liabilities not subsequently measured at fair value through profit and loss plus any incremental directly attributable costs of acquisition or issue, assuming that transactions do not take place under a forced sale or liquidation scenario, and that the Group is a going concern.

#### *De-recognition of financial assets*

A financial asset is de-recognised when:

- The contractual rights to receive the cash flows from the asset expire; or
- Either the Group has transferred substantially all the risks and rewards of the financial asset or the Group has neither transferred nor retained substantially all the risks and rewards of the financial asset but has transferred control of the financial asset.

Where the Group has neither transferred nor retained substantially all of the risks and rewards of ownership, but control has not been transferred, the Group will account for its continuing involvement in the asset. Under this approach, the Group will continue to recognise the transferred asset to the extent of the continuing involvement in that asset and recognise an associated liability such that the net carrying value of the transferred asset and associated liability is equal to the fair value of the retained rights and obligations.

#### *De-recognition of financial liabilities*

Financial liabilities are de-recognised when they have been extinguished as a result of the cancellation, discharge or expiry of the obligations specified in the contract.

#### *Offsetting*

Financial assets and liabilities are set off and the net amount presented on the balance sheet when and only when the Group has a legal right to set off the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted by the accounting standards or for gains and losses arising from a group of similar transactions such as the Group's trading activities.

## **B – Trading financial instruments**

Non derivative financial instruments are classified as held for trading if they are acquired for the purpose of selling in the near term or are part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short term profit taking. Trading financial instruments include reverse repurchase and repurchase agreements, trading debt and equity securities and purchased life contracts.

Purchased life contracts provide the Group with receivables due from insurance contracts, which become payable upon the death of the insured party under the life contract. These individuals have no connection with the Group, and accordingly the purchased life contracts fall to be treated as financial instruments. Purchased life contracts are recorded at trade date, and are measured at fair value.

Subsequent to initial recognition, trading financial instruments are measured at fair value. Gains or losses realised on de-recognition of trading financial instruments and changes in fair value on trading financial instruments are recognised in the profit and loss account and reported under net trading profit / loss.

### *Reclassifications from trading non derivative financial instruments*

The Group will reclassify non derivative financial assets, other than those designated as at fair value through profit and loss account upon initial recognition (see accounting policy E) out of the fair value through profit and loss account classification (trading financial assets) if they are no longer held for the purpose of being sold or repurchased in the near term, as follows:

- If the financial asset would have met the definition of loans and receivables, (if the financial asset had not been required to be classified as held for trading at initial recognition, i.e. it was a loan and receivable held with the intention to sell in the near term), then it may be reclassified if the entity has the intention and ability to hold the financial asset for the foreseeable future or until maturity; or
- If the financial asset would not have met the definition of loans and receivable, then it may be reclassified out of the trading classification in rare circumstances.

## **C – Derivative financial instruments**

### *Trading derivative instruments*

Subsequent to initial recognition, trading derivative instruments are measured at fair value and disclosed as financial assets when the fair value is positive and financial liabilities when the fair value is negative. Realised and unrealised gains or losses arising from trading derivative instruments are recognised in the profit and loss account and reported within net trading profit / loss.

### *Derivative financial instrument held for risk management purposes*

Derivative financial instruments held for risk management purposes comprise swaps and other derivative financial instruments held to manage the Group's financial risks (see accounting policy D – Hedge accounting).

These derivative financial instruments are subsequently measured at fair value and disclosed as financial assets when the fair value is positive and financial liabilities when the fair value is negative. Realised and unrealised gains or losses arising from derivative financial instruments held for risk management purposes are recognised in the profit and loss account and reported within net trading profit / loss.



### *Embedded derivatives*

Derivatives embedded within financial instruments that are not accounted for as fair value financial instruments are separated from their host contracts and accounted for as derivatives if the economic characteristics of the embedded derivative are not closely related to those of the host contract and if a separate instrument with the terms of the embedded derivative meets the definition of a derivative. Embedded derivatives are separated from their host contracts and are measured at fair value with changes in fair value recognised in the profit and loss account and reported within net trading profit / loss.

## **D – Hedge accounting**

The Group uses derivative financial instruments to manage exposure to interest rate risk, credit risk, currency risk and price risk. The Group applies fair value hedge accounting when a transaction meets the criteria to obtain hedge accounting treatment.

Hedge accounting is applied where a designated fair value hedging relationship exists between a derivative hedging instrument (see accounting policy C – derivative financial instruments held for risk management purposes) and a hedged financial liability. A fair value hedge of a financial liability represents a hedge against changes to the fair value of a liability that is attributable to a particular risk that could impact the profit and loss account. A hedging relationship qualifies for hedge accounting if the following conditions are met:

- At inception, formal documentation is prepared to include:
  - Designation of the hedging relationship;
  - Identification of the hedging instrument and hedged item;
  - Nature of the risk being hedged; and
  - Description of how hedge effectiveness will be assessed.
- The hedge is expected to be highly effective (80 to 125%), and its effectiveness can be reliably measured; and
- The hedge is assessed for effectiveness on an ongoing basis.

The gain or loss from re-measuring the hedging instrument at fair value is recognised in the profit and loss account. The gain or loss on the hedged financial liability attributable to the hedged risk adjusts the carrying value of the hedged item and is recognised in the profit and loss account.

The Group prospectively discontinues hedge accounting for a hedged relationship if:

- The hedging instrument expires or is sold, terminated or exercised;
- The hedge no longer meets the criteria for hedge accounting; or
- The Company revokes the designation.

If hedge accounting is discontinued, for hedged financial liabilities recorded at amortised cost the difference between the carrying value of the hedged financial liability on termination of the hedge and the face value is amortised over the remaining term of the original hedge. If the hedged financial liability is de-recognised, the unamortised fair value adjustment is recognised immediately in the profit and loss account.

## **E – Financial instruments designated as at fair value through profit and loss account**

The Group has designated financial assets and financial liabilities at fair value through profit and loss when either:

- The assets or liabilities are managed, evaluated and reported internally on a fair value basis in accordance with a documented risk management or investment strategy;
- The designation eliminates or significantly reduces an accounting mismatch which would otherwise arise; or
- The asset or liability contains an embedded derivative that significantly modifies the cash flows that would otherwise be required under the contract.

Fair value gains or losses arising from financial instruments designated as at fair value through profit and loss account are recognised in the profit and loss account and reported within net trading profit / loss.

Note 31 sets out the amount of each class of financial asset or liability that has been designated at fair value through profit and loss.

## **F – Financial investments**

The Group designates financial investments in equity securities as at fair value through profit and loss account. These financial investments are measured as described in accounting policy E.

The Company's investment in subsidiary undertakings are classified as available for sale equity securities and measured at cost.

## **G – Loans and advances**

Subsequent to initial recognition, loans and advances are measured at amortised cost using the effective interest method, with any resulting interest income taken to profit and loss account.

## **H – Repurchase and reverse repurchase agreements**

Securities sold under agreements to repurchase at a specified future date (repurchase agreements) are not de-recognised from the balance sheet. The corresponding cash received, including accrued interest is recognised on the balance sheet as Repurchase Agreements reflecting its economic substance as a loan to the Group.

Securities purchased under agreements to resell at a specified future date (reverse repurchase agreements) are not recognised on the balance sheet. The corresponding cash paid including accrued interest is recognised on the balance sheet as Reverse Repurchase Agreements reflecting its economic substance as a loan receivable by the Group.

Repurchase and reverse repurchase agreements are classified as held for trading.

## **I – Deposits and debt securities in issue**

Deposits and debt securities in issue are measured at amortised cost using the effective interest rate method except where the Group has designated financial liabilities as at fair value through profit and loss.

The Group has designated certain issued debt securities and deposits as at fair value. These financial liabilities are subsequently measured as described in accounting policy E.

## **J – Fair value measurement**

Financial instruments measured at fair value comprise:

- Trading financial instruments;
- Trading derivatives and derivatives held for risk management purposes;
- Embedded derivatives; and
- Financial assets and financial liabilities designated as at fair value through profit and loss account.

Fair values are derived from quoted market prices or valuation techniques as described below.

### *Active market*

Financial instruments that trade within an active market are valued using quoted market prices or rates available within that market. An active market exists where regular prices are provided by exchanges, dealers, brokers, industry groups or pricing services, and these prices represent actual market transactions.

Financial instruments may be priced from the most advantageous active market to which the Group has access, and this may result in the recognition of revenue on trade date ('day one profit'), to the extent that a fair value instrument has been traded at a favourable price in comparison to prices available within an active market.

Long positions are marked to the bid side, and short positions to the offered side of an active market. Where the Group holds positions which create offsetting risk positions, then those offsetting positions are valued at mid-market rates, with any resulting net risk positions being marked to the bid or offered side as appropriate.

### *No active market*

Financial instruments that do not trade within an active market are valued using a valuation technique, which may consist of:

- Analysis of current or recent third party transactions in the same instrument; or
- Reference to the value of other instruments, that are substantially the same as the instrument to be valued; or
- Use of a valuation model.

Valuation techniques, including valuation models, meet the following conditions:

- Consistency with accepted methodologies for pricing financial instruments;
- Inclusion of all relevant factors that market participants would consider in setting a price;
- Use of market observable data where possible; and
- Periodic calibration to actual market transactions where possible.

If, on trade date, a valuation technique results in a different estimate of fair value to the actual transaction price, then the valuation technique will be calibrated to the transaction price, so that no gain or loss is recognised except as described below.

Gains or losses will only be recognised subsequently, to the extent that they arise from changes in a factor (including time) that market participants would consider in setting a price.

Fair value estimates from valuation techniques may be used on trade date without calibration to the transaction price, resulting in the recognition of day one gains and losses, under the following conditions:

- Fair value is supported by current market transactions in the same instrument; or
- Fair value is based upon a valuation technique whose variables include only data from observable markets.

Day one gains or losses that do not meet these criteria are deferred and amortised over the life of the financial instrument to which they relate.

## **K – Foreign currencies**

Foreign currency carrying values at initial recognition are translated into the functional currency at the exchange rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are expressed in the functional currency of the Group at the mid-market rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded using an average rate of exchange for the year. Foreign currency translation differences are included in operating income.

Non monetary items that are measured in terms of historical cost in a foreign currency are translated into functional currency at the original transaction rate. Non monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value was determined.

## **L – Securitisation**

The Group securitised various financial assets by the sale of these assets to special purpose companies, which in turn issue securities to investors.

Financial assets transferred in a securitisation transaction may be de-recognised in whole or in part in accordance with accounting policy A – De-recognition of financial assets.

The Group may retain interests in securitised financial assets in the form of tranches of the securitisation vehicles. Such retained interests are classified as trading assets. Gains or losses on securitisation, to the extent recognised in accordance with accounting policy N, are disclosed as net trading profit / loss.

## **M – Identification and measurement of impairment**

At each balance sheet date, the Group assesses whether there is objective evidence that financial and other assets not carried at fair value through profit and loss are impaired.

Financial assets are impaired when objective evidence demonstrates that a loss event has occurred after the initial recognition of the financial asset, and that the loss event has an impact on the future cash flows on the financial asset that can be estimated reliably.

Impairment losses on available for sale debt securities are recognised by transferring the difference between the amortised acquisition cost and the current fair value out of equity to profit and loss. When a subsequent event causes the amount of impairment loss on an available for sale debt security to decrease, the impairment loss is reversed through profit and loss.

Impairment losses on financial assets carried at amortised cost are measured as the difference between the carrying amount of the financial assets and the present value of future cash flows discounted at the asset's original effective interest rate. Losses are recognised in the profit and loss account and reflected in an allowance account against loans and advances. Interest on impaired assets continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the impairment loss is reversed through profit and loss.

Other assets are recorded at no more than their recoverable amount. Impairment losses are measured as the difference between the carrying value and the recoverable amount and recognised through profit and loss.

## **N – Recognition of income and expenses**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and that revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised.

### *Interest income and expense*

Interest income and expense are recognised in profit and loss using the effective interest rate method. The effective interest rate is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of a financial asset or financial liability, or a shorter period where appropriate, to the carrying amount of the financial asset or financial liability. The effective interest rate is established on initial recognition of the financial asset or financial liability and is not subsequently revised. The calculation of the effective interest rate includes all the fees and points paid or received, transaction costs, and discounts or premiums that are an integral part of the effective interest rate. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or financial liability.

### *Fees and commissions*

Other fee and commission income is recognised as the related service is performed. Other fee and commission expense relates to transaction and service fees which are expensed as the service is received.

### *Net trading profit / loss*

Net trading profit / loss comprises gains less losses related to trading financial assets, trading financial liabilities, derivative instruments held for risk management purposes and financial instruments designated as at fair value through profit and loss account.

Net trading profit / loss includes all realised and unrealised fair value changes, interest, dividends and foreign exchange differences.

### *Dividend income*

Dividend income is recognised when the Group's right to receive payment is established.

## **O – Tangible fixed assets and depreciation**

Assets held for use in the business are stated at cost less accumulated depreciation and impairment allowances. Tangible fixed assets include the directly attributable costs of the development and bringing into use of significant computer software systems.

Depreciation is calculated to write off the cost of fixed assets over their estimated useful economic lives on the following basis:

- Short leasehold properties and improvements thereto are written off on a straight line basis over the remaining life of the lease or twenty five years, whichever is shorter; and
- Fixtures, equipment, software and vehicles are depreciated on a straight line basis over periods between two and five years.

## **P – Taxation**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax or a right to pay less tax in the future have occurred at the balance sheet date. This is subject to deferred tax assets only being recognised if it is considered more likely than not that there will be suitable profits from which the future reversal of the underlying timing differences can be deducted. Timing differences are the differences between the Group taxable profits and its results as stated in the financial statements, which are capable of reversal in one or more subsequent periods.

Deferred tax is measured on a non discounted basis at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

## **Q – Operating leases**

Operating lease rentals are charged to the profit and loss account on a straight line basis over the term of the lease.

## **R – Pension costs**

The Company operates defined contribution schemes and a defined benefit scheme.

### *Defined contribution schemes*

Contributions to defined contribution schemes are recognised within profit and loss in the period in which they become payable.

### *Defined benefit scheme*

The defined benefit pension scheme requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit scheme is determined using the projected unit credit method, which attributes entitlement to benefits to the current period (to determine current service cost) and to the current and prior periods (to determine the present value of defined benefit obligation) and is based upon actuarial advice.

Past service costs are recognised in profit and loss on a straight line basis over the vesting period or immediately if the benefits have vested. The interest element of the defined benefit cost represents the change in present value of scheme obligations resulting from the passage of time, and is determined by applying the discount rate to the opening present value of the benefit obligation, taking into account material changes in the obligation during the year.

The expected return on scheme assets is based on an assessment made at the beginning of the year of long term market returns on scheme assets, adjusted for the effect on the fair value of scheme assets of contributions received and benefits paid during the year. The difference between the expected return on scheme assets and the interest cost is recognised in the profit and loss account as other finance income or expense.

Actuarial gains and losses are recognised in full in the statement of recognised gains and losses in the period in which they occur.

The defined benefit pension liability in the balance sheet comprises the total of the present value of the defined benefit obligation (using a discount rate based on high quality corporate bonds), less any past service cost not yet recognised and less the fair value of scheme assets out of which the obligations are settled directly. Fair value of scheme assets is based on market price information.

## **S – Provisions**

Provision is made where an obligation arises as a result of a past event and it is probable that the Group will make a transfer of economic benefits to satisfy such obligation. Such provision is made based on the Directors' best estimate of the economic benefits to be transferred, discounted where relevant at an appropriate discount rate.

### 3 ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. The results of the Group are sensitive to accounting policies, assumptions and estimates that underlie the preparation of the financial statements.

When preparing the financial statements, it is the Directors' responsibility under applicable UK Law to select suitable accounting policies and make judgements and estimates that are reasonable and prudent. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

The accounting policies that are deemed critical to the Group financial performance and position, in terms of the materiality of the items to which the policy is applied, or which involve a high degree of judgement and estimation are summarised below:

#### *Valuation of financial instruments*

The Group accounting policy for valuation of financial instruments is set out in note 2J. The valuation techniques used in measuring fair value of financial instruments are discussed further in note 31C.

Where valuation techniques are used, the inputs to these models are taken from observable markets where possible. Where observable market data is not available, a degree of judgement is required in establishing fair value.

Further disclosure on valuation techniques using non observable market data including sensitivity analysis is provided in note 31D and E.

#### *Pension liability*

The principal assumptions and estimates in determining the pension liability for the financial year are set out in note 25.

#### *Consolidation*

The accounting policy that determines when the Company consolidates a subsidiary, including a special purpose company is described in note 1 – basis of consolidation. Determination of control over a special purpose company may require a degree of judgement. Consolidation of special purpose companies is described further in note 32E.



#### 4 NET INTEREST INCOME

	2010 £ millions	2009 £ millions
Financial instruments held for trading and designated at fair value	5.7	18.9
<b>Interest receivable</b>	<b>5.7</b>	<b>18.9</b>
Financial instruments not at fair value through profit and loss account:		
- Deposits and Customer Accounts	-	(0.3)
<b>Interest payable</b>	<b>-</b>	<b>(0.3)</b>

#### 5 FEES AND COMMISSIONS

	2010 £ millions	2009 £ millions
- Trading activities	49.9	15.4
- Fiduciary services	19.9	17.5
<b>Fees and commissions receivable</b>	<b>69.8</b>	<b>32.9</b>
- Trading activities	(47.6)	(25.9)
- Fiduciary services	(8.7)	(7.9)
<b>Fees and commissions payable</b>	<b>(56.3)</b>	<b>(33.8)</b>

## 6 NET TRADING PROFIT / (LOSS)

	2010 £ millions	2009 £ millions
Client business	124.1	72.8
US Structured Credit business	5.8	(38.5)
Other Legacy business	24.3	(183.6)
<b>Net trading profit / (loss)</b>	<b>154.2</b>	<b>(149.3)</b>

Net trading profit / (loss) is further analysed as follows:

	2010 £ millions	2009 £ millions
Net profit / (loss) from financial instruments held for trading	147.8	(113.5)
Net profit / (loss) from financial instruments designated at fair value	6.4	(35.8)
	<b>154.2</b>	<b>(149.3)</b>

## 7 OTHER OPERATING INCOME

	2010 £ millions	2009 £ millions
Rents received from sub-lessees	0.2	0.4
Net expense on defined benefit scheme (note 25)	(0.2)	-
	<b>-</b>	<b>0.4</b>

## 8 ADMINISTRATIVE EXPENSES

### Administrative expenses

	2010 £ millions	2009 £ millions
<b>Staff costs</b>		
Wages and salaries	76.4	74.6
Social security costs	8.7	8.1
Pension costs – defined contribution schemes	3.0	2.6
	<u>88.1</u>	<u>85.3</u>
<b>Auditors' remuneration</b>		
Audit fees	0.6	0.7
Other services	0.1	0.1
	<u>0.7</u>	<u>0.8</u>
<b>Other administrative expenses</b>	<b>35.9</b>	42.4
	<u>124.7</u>	<u>128.5</u>

### Average number of employees

	2010 Number	2009 Number
Executive and senior managerial	33	31
Other managerial, supervisory and clerical	357	364
	<u>390</u>	<u>395</u>

### Directors' emoluments

The Directors of the Company receive no remuneration from the Company and provide their services to the Company under the terms of the Service Level Agreement with the subsidiary company Mizuho International plc.

## 9 TAX ON PROFIT / (LOSS) ON ORDINARY ACTIVITIES

### Charge for taxation

	2010 £ millions	2009 £ millions
<b>Current taxation</b>		
UK Corporation tax for the current year	-	-
Group relief	1.0	-
Adjustments for previous years – UK Corporation tax	0.5	(0.2)
Non UK Corporation tax	(0.1)	-
	<u>1.4</u>	<u>(0.2)</u>
Current tax credit / (charge)		
<b>Deferred taxation</b>		
Deferred tax charge	-	-
	<u>1.4</u>	<u>(0.2)</u>
Tax on profit / (loss) on ordinary activities		

### Current taxation reconciliation

The current tax credit / (charge) for the Group for the year is lower than the standard rate of corporation tax in the UK of 28% (2009: 28%). The differences between the standard rate charge and the actual credit / (charge) are explained below:

	2010 £ millions	2009 £ millions
Profit / (loss) on ordinary activities before taxation	<u>43.6</u>	<u>(267.3)</u>
Current taxation at 28%	(12.2)	74.8
Effects of:		
- Utilised / (Unrecognised) tax losses	18.7	(67.4)
- Capital allowances in excess of depreciation	-	(0.2)
- Expenses not deductible for tax purposes	(7.7)	(7.4)
- Other short term timing differences	1.2	0.2
- Group relief	1.0	-
- Adjustments for previous years – UK Corporation tax	0.5	(0.2)
- Non UK Corporation tax	(0.1)	-
	<u>1.4</u>	<u>(0.2)</u>
Current tax credit / (charge)		

## Deferred taxation

There are no deferred tax balances as at the balance sheet date in respect of both the current and prior year or movements relating to previous periods.

Based on the likely timing and level of future profits, the Directors have concluded that no deferred tax asset should be recognised in respect of the current tax losses. The total potential deferred tax asset available but not recognised amounted to £608.7 million (2009: £629.3 million).

## 10 REPURCHASE AND REVERSE REPURCHASE AGREEMENTS

### Assets

Group	Reverse repurchase agreements 2010 £ millions	Cash collateral on securities borrowed 2010 £ millions	Reverse repurchase agreements 2009 £ millions	Cash collateral on securities borrowed 2009 £ millions
Banks	22,392.6	65.7	12,646.1	46.3
Central counterparties	1,088.4	10.1	439.0	4.2
Other	5,786.2	11.6	2,726.7	41.7
	<b>29,267.2</b>	<b>87.4</b>	<b>15,811.8</b>	<b>92.2</b>

### Liabilities

Group	Repurchase agreements 2010 £ millions	Cash collateral on securities lent 2010 £ millions	Repurchase agreements 2009 £ millions	Cash collateral on securities lent 2009 £ millions
Banks	13,469.1	172.9	8,980.8	77.2
Central counterparties	6,791.6	0.2	2,325.0	15.6
Other	7,287.4	85.6	2,996.8	17.2
	<b>27,548.1</b>	<b>258.7</b>	<b>14,302.6</b>	<b>110.0</b>

Cash collateral on securities borrowed is disclosed in aggregate with reverse repurchase agreements on the balance sheet. Cash collateral on securities lent is disclosed in aggregate with repurchase agreements on the balance sheet.

Further details of the classification and fair value measurement of repurchase and reverse repurchase agreements are disclosed in note 31.

## 11 PLEDGED ASSETS

### Collateral given

The fair value of financial assets that have been pledged by the Group as collateral for liabilities at 31<sup>st</sup> March 2010 is £29,451.2 million (2009: £16,291.9 million). These transactions are conducted under normal terms, and the collateral given is analysed by asset category below:

<b>Group</b>	<b>2009</b> <b>£ millions</b>	2009 £ millions
Government debt securities	<b>20,362.7</b>	13,129.4
Corporate and bank debt securities	<b>8,923.4</b>	3,129.4
Equities	<b>165.1</b>	33.1
	<hr/> <b>29,451.2</b> <hr/>	<hr/> 16,291.9 <hr/>

### Collateral received

The fair value of financial assets accepted as collateral that the Group is permitted to sell or re-pledge in the absence of default is £31,673.6 million (2009: £17,884.0 million). Of these, securities with a fair value of £178.0 million (2009: £148.3 million) have been transferred to satisfy commitments under short sale transactions.

## 12 TRADING FINANCIAL ASSETS AND LIABILITIES

### Trading financial assets

<b>Group</b>	<b>2010</b> <b>£ millions</b>	2009 £ millions
<b>Debt securities</b>		
Government securities	39.3	36.7
Other public sector securities	11.5	64.2
Other securities	584.9	986.6
	<hr/> <b>635.7</b> <hr/>	<hr/> 1,087.5 <hr/>
<b>Equity securities</b>		
Listed other than on a recognised UK exchange	2.8	0.2
Unlisted	3.5	4.2
	<hr/> <b>6.3</b> <hr/>	<hr/> 4.4 <hr/>
<b>Purchased life contracts</b>	<b>287.7</b>	331.0
	<hr/> <b>929.7</b> <hr/>	<hr/> 1,422.9 <hr/>

## Trading financial assets – unobservable day one profits

Movements in unobservable day one profits on trading financial assets are analysed below:

<b>Group</b>	<b>2010</b> <b>£ millions</b>	2009 £ millions
At 1 <sup>st</sup> April	-	61.6
Transfer	-	(61.6)
At 31 <sup>st</sup> March	<u>-</u>	<u>-</u>

## Trading financial liabilities

<b>Group</b>	<b>2010</b> <b>£ millions</b>	2009 £ millions
Short positions in debt securities:		
- Government securities	72.4	57.7
- Other public sector securities	41.2	40.9
- Other securities	63.9	48.7
Short positions in equity securities	0.5	1.0
<b>Trading financial liabilities</b>	<u><b>178.0</b></u>	<u>148.3</u>

Further details of the classification and fair value measurement of trading financial assets and liabilities are disclosed in note 31.

### 13 TRADING DERIVATIVE ASSETS AND LIABILITIES

Group	2010 £ millions	2009 £ millions
Interest rate	177.0	310.4
Equity	0.1	1.1
Foreign currency	116.9	114.6
Credit	127.0	604.0
<b>Trading derivative assets</b>	<b>421.0</b>	<b>1,030.1</b>
Interest rate	247.5	489.6
Equity	0.1	-
Foreign currency	153.5	145.5
Credit	340.5	1,233.5
<b>Trading derivative liabilities</b>	<b>741.6</b>	<b>1,868.6</b>

As at 31<sup>st</sup> March 2010, there were no unobservable day one profits for trading derivative assets (2009: £nil).

Further details of the classification and fair value measurement of trading derivative assets and liabilities are disclosed in note 31.



## 14 DERIVATIVES HELD FOR RISK MANAGEMENT

### Assets

Group	2010 £ millions	2009 £ millions
<b>Primary instruments</b>		
Interest rate	6.6	5.6
Equity	0.4	0.4
Foreign currency	3.6	-
Credit	2.6	4.1
	<u>13.2</u>	<u>10.1</u>
<b>Embedded derivatives</b>		
Interest rate	4.0	9.1
Equity	54.0	111.6
Foreign currency	116.9	132.2
Credit	1.9	35.6
	<u>176.8</u>	<u>288.5</u>
<b>Derivative assets held for risk management</b>	<u><u>190.0</u></u>	<u><u>298.6</u></u>

### Liabilities

Group	2010 £ millions	2009 £ millions
<b>Primary instruments</b>		
Interest rate	4.3	14.1
Equity	45.9	103.1
Foreign currency	122.5	105.8
Credit	2.1	42.8
	<u>174.8</u>	<u>265.8</u>
<b>Embedded derivatives</b>		
Interest rate	3.6	0.5
Equity	0.1	0.2
Foreign currency	0.1	0.2
Credit	3.0	-
	<u>6.8</u>	<u>0.9</u>
<b>Derivative liabilities held for risk management</b>	<u><u>181.6</u></u>	<u><u>266.7</u></u>

The Group uses primary derivative instruments to manage exposure to interest rate risk, equity price risk, foreign currency risk and credit risk arising from its structured note issuance programmes (see note 22). These derivative instruments include interest rate swaps, foreign currency swaps, credit default swaps, and equity options.

Further details of the classification and fair value measurement of derivatives held for risk management are disclosed in note 31.

### **Derivatives held for risk management designated as fair value hedges of interest rate risk**

The Group uses primary interest rate and other swap instruments to hedge its exposure to changes in fair value of fixed rate structured notes and structured note host contracts that are carried at amortised cost. The changes in fair values of the hedging derivative instruments and the hedged items attributable to the hedged risks are analysed below:

<b>Group</b>	<b>2010</b> <b>£ millions</b>	2009 £ millions
Gains on hedging derivative instruments	<u>23.0</u>	<u>47.2</u>
(Losses) on hedged items attributable to hedged risk:		
- Debt securities in issue (see note 22)	<u>(23.0)</u>	<u>(47.2)</u>
(Losses) on hedged items attributable to hedged risk:	<u>(23.0)</u>	<u>(47.2)</u>
Ineffective portion of fair value hedges	<u>-</u>	<u>-</u>

## **15 LOANS AND ADVANCES TO BANKS**

<b>Group</b>	<b>2010</b> <b>£ millions</b>	2009 £ millions
Placements with banks	<u>187.5</u>	<u>252.0</u>
Amounts include:		
Due from related parties.	<u>10.7</u>	<u>47.6</u>

<b>Company</b>	<b>2010</b> <b>£ millions</b>
Placements with banks	<u>12.9</u>
Amounts include:	
Due from related parties	<u>12.9</u>

Further details of the classification and fair value measurement of loans and advances to banks are disclosed in note 31.

## 16 LOANS AND ADVANCES TO CUSTOMERS

<b>Group</b>	<b>2010</b> <b>£ millions</b>	2009 £ millions
Corporate lending	<u>117.3</u>	<u>55.1</u>
Amounts include:		
Due from related parties	<u>0.3</u>	<u>0.1</u>

Further details of the classification and fair value measurement of loans and advances to customers are disclosed in note 31.

## 17 FINANCIAL INVESTMENTS

<b>Group</b>	<b>2010</b> <b>£ millions</b>	2009 £ millions
Equity securities designated at fair value	<u>82.7</u>	<u>73.2</u>
Analysed as follows:		
- Listed on a recognised UK exchange	-	1.0
- Unlisted	<u>82.7</u>	<u>72.2</u>
	<u>82.7</u>	<u>73.2</u>
 <b>Company</b>	 <b>2010</b> <b>£ millions</b>	
Equity securities - Unlisted	<u>481.4</u>	

Further details of the classification and fair value measurement of financial investments are disclosed in note 31.

## 18 TANGIBLE FIXED ASSETS

Group	Short leasehold property £ millions	Fixtures, equipment, software and vehicles £ millions	Total £ millions
<b>Cost</b>			
At 1 <sup>st</sup> April 2009	23.2	31.3	54.5
Additions	-	1.5	1.5
Disposals	(1.0)	(1.2)	(2.2)
At 31 <sup>st</sup> March 2010	22.2	31.6	53.8
<b>Accumulated depreciation and amortisation</b>			
At 1 <sup>st</sup> April 2009	15.6	25.8	41.4
Disposals		(1.2)	(1.2)
Charge for the year	1.1	4.0	5.1
At 31 <sup>st</sup> March 2010	16.7	28.6	45.3
<b>Net book value</b>			
<b>At 31<sup>st</sup> March 2010</b>	<b>5.5</b>	<b>3.0</b>	<b>8.5</b>
At 31 <sup>st</sup> March 2009	7.6	5.5	13.1

## 19 OTHER ASSETS

<b>Group</b>	<b>2010</b> <b>£ millions</b>	2009 £ millions
Trade receivables	2,104.0	2,352.5
Other assets	6.3	7.8
	<u>2,110.3</u>	<u>2,360.3</u>

## 20 DEPOSITS BY BANKS

<b>Group</b>	<b>2010</b> <b>£ millions</b>	2009 £ millions
Deposits by banks	<u>727.3</u>	<u>832.3</u>
Amounts include:		
- Due to related parties	<u>622.6</u>	<u>731.8</u>

Further details of the classification and fair value measurement of deposits by banks are disclosed in note 31.

### Deposits by banks adjusted for fair value hedge accounting

<b>Group</b>	<b>2010</b> <b>£ millions</b>	2009 £ millions
Net (loss) / gain recognised in profit and loss account	<u>-</u>	<u>-</u>
Contractual amount to maturity	<u>7.1</u>	<u>7.1</u>

The net loss amounting to £4,200 (2009: gain £20,200) recognised in the profit and loss account arising on deposits that have been adjusted for fair value hedge accounting represents fair value movements relating to interest rate risk effectively hedged by the risk management derivatives designated as fair value hedges of interest rate risk (see note 14).

## Deposits by banks designated at fair value through profit and loss

Group	2010 £ millions	2009 £ millions
Net gain recognised in profit and loss account	<u>0.2</u>	<u>3.1</u>
Contractual amount to maturity	<u>7.1</u>	<u>7.1</u>

Certain deposits were designated at fair value through profit and loss since these are managed on a fair value basis.

## 21 CUSTOMER ACCOUNTS

Group	2010 £ millions	2009 £ millions
Customer accounts	<u>108.9</u>	<u>29.4</u>

Further details of the classification and fair value measurement of customer accounts are disclosed in note 31.

## 22 DEBT SECURITIES IN ISSUE

<b>Group</b>	<b>2010</b> <b>£ millions</b>	2009 £ millions
Debt securities – amortised cost	<b>574.9</b>	742.7
Debt securities – adjusted for fair value hedge accounting	<b>789.6</b>	1,156.6
Debt securities – designated at fair value through profit and loss	<b>103.8</b>	155.1
	<b><u>1,468.3</u></b>	<u>2,054.4</u>

Further details of the classification and fair value measurement of debt securities in issue are disclosed in note 31.

### Debt securities adjusted for fair value hedge accounting

<b>Group</b>	<b>2010</b> <b>£ millions</b>	2009 £ millions
Net (loss) recognised in profit and loss account	<b><u>(23.0)</u></b>	<u>(47.2)</u>
Contractual amount to maturity	<b><u>766.6</u></b>	<u>1,109.4</u>

The net loss recognised in the profit and loss account arising on debt securities that have been adjusted for fair value hedge accounting represents fair value movements relating to interest rate risk effectively hedged by the risk management derivatives designated as fair value hedges of interest rate risk (see note 14).

### Debt securities designated at fair value through profit and loss

<b>Group</b>	<b>2010</b> <b>£ millions</b>	2009 £ millions
Net gain recognised in profit and loss account	<b><u>33.6</u></b>	<u>36.8</u>
Contractual amount to maturity	<b><u>137.4</u></b>	<u>612.7</u>

Certain debt securities in issue were designated at fair value since these are managed on a fair value basis. The net gain recognised in the profit and loss account arising on debt securities that is attributable to changes in the Group's credit risk amounted to £1.9 million (2009: £nil).

## 23 OTHER LIABILITIES

Group	2010 £ millions	2009 £ millions
Trade payables	1,827.1	1,438.6
Other liabilities	4.6	4.8
Tax and social security payable	1.4	1.7
	<u>1,833.1</u>	<u>1,445.1</u>

## 24 PROVISIONS FOR LIABILITIES AND CHARGES

Group	Provision for restructuring £ millions	Provision for shortfall of rental income £ millions	Total £ millions
At 1 <sup>st</sup> April 2009	1.3	3.1	4.4
Provisions utilised	(0.3)	(0.7)	(1.0)
At 31 <sup>st</sup> March 2010	<u>1.0</u>	<u>2.4</u>	<u>3.4</u>

### Provision for restructuring

During 2008, the Group announced plans to rationalise business activities and to restructure operations to a size more appropriate to the ongoing activities of the organisation. A provision of £1.3 million was held at the beginning of the year to cover payments relating to redundancy, associated termination costs and other exit costs, and this has been partially utilised during the current year.

### Provision for shortfall of rental income

At the beginning of the year, the Group held a provision of £3.1 million in respect of the future shortfall between the rental income due from tenants of the Group's properties and the amount payable by the Group on the head lease and this has been partially utilised during the current year.



## 25 PENSION LIABILITIES

### Defined benefits scheme

The Group operates a defined benefits scheme, the Mizuho International plc Retirement Benefits Scheme ('Scheme'), which is a final salary scheme, established in 1978, and currently governed by the trust deed and rules dated 18<sup>th</sup> September 1998. The Scheme is a "registered pension scheme" for tax purposes. All members were contracted-out of the State Second Pension during active membership of the Scheme.

In accordance with the trust deed the Group, as Principal Employer, has the power to appoint and remove the Trustees of the Scheme. The three Trustees include a Group representative, an independent corporate Trustee and a member nominated Trustee.

There are no active members remaining in the Scheme, which is closed to new entrants and future benefit accrual. There were 237 deferred members and 14 pensioner members who have pensions paid directly from the Scheme as at 31<sup>st</sup> March 2010].

A full valuation was undertaken as at 31<sup>st</sup> March 2009 and updated to 31<sup>st</sup> March 2010 by a qualified independent Actuary.

The principal actuarial assumptions at the balance sheet date (expressed as weighted averages) were as follows:

	2010 % p.a.	2009 % p.a.
Discount rate	5.4	6.3
Expected long-term rate of return on Scheme assets	5.7	5.9
Increase in salaries	n/a	n/a
Inflation assumption	3.5	2.7
LPI Pension increases	3.5	2.7

The underlying mortality assumption is based upon the standard table known as PA00 on a year of birth usage with medium cohort future improvement factors subject to a minimum improvement of 1% per annum (2009: PA00 year of birth usage with medium cohort future improvement factors subject to a minimum improvement of 1% per annum).

The amounts recognised in the balance sheet are as follows:

	2010 £ millions	2009 £ millions
Present value of Scheme liabilities	(29.6)	(21.1)
Market value of Scheme assets	25.8	18.6
Deficit in the Scheme	(3.8)	(2.5)
Related deferred tax asset	-	-
<b>Net pension liability</b>	<b>(3.8)</b>	<b>(2.5)</b>

The amounts to be recognised in profit and loss for the year are as follows:

	<b>2010</b> <b>£ millions</b>	2009 £ millions
Expected return on Scheme assets	1.1	1.4
Interest on Scheme liabilities	(1.3)	(1.4)
	<u>(0.2)</u>	<u>-</u>
Actual return on Scheme assets	<u>5.4</u>	<u>(3.0)</u>

Changes in the present value of the Scheme liabilities are as follows:

	<b>2010</b> <b>£ millions</b>	2009 £ millions
Present value of Scheme liabilities at 1 <sup>st</sup> April	21.1	21.9
Interest cost	1.3	1.4
Actuarial losses / (gains)	7.7	(1.7)
Benefits paid	(0.5)	(0.5)
Present value of Scheme liabilities at 31 <sup>st</sup> March	<u>29.6</u>	<u>21.1</u>

Changes in the fair value of the Scheme assets for the year are as follows:

	<b>2010</b> <b>£ millions</b>	2009 £ millions
Market value of Scheme assets at 1 <sup>st</sup> April	18.6	21.5
Expected return	1.1	1.4
Actuarial gains / (losses)	4.3	(4.4)
Benefits paid	(0.5)	(0.5)
Contributions paid by the Group	2.3	0.6
Market value of Scheme assets at 31 <sup>st</sup> March	<u>25.8</u>	<u>18.6</u>

The agreed contributions to be paid by the Group for the forthcoming year ending 31<sup>st</sup> March 2011 are at least £2,455,000 subject to review at future actuarial valuations (2009: £500,000).

The major categories of Scheme assets as a percentage of total Scheme assets for the year are as follows:

	2010 %	2009 %
Equities	45	41
Bonds	47	58
Cash	8	1
	<u>100</u>	<u>100</u>

The expected long-term rate of return on the Scheme assets has been calculated based upon the major asset categories shown in the above table and an expected rate of return on equities of 7.4% (2009: 7.0%), an expected rate of return on bonds of 4.9% (2009: 5.3%) and an expected rate of return on cash of 0.5% (2009: 0.5%).

Analysis of amounts recognisable in the statement of total recognised gains and losses for the year are as follows:

	2010 £ millions	2009 £ millions
Actual return less expected return on Scheme assets	4.3	(4.4)
Experience gains and losses arising on Scheme liabilities	0.6	(0.4)
Changes in assumptions underlying the present value of Scheme liabilities	(8.3)	2.1
Actuarial loss recognised in STRGL	<u>(3.4)</u>	<u>(2.7)</u>

The cumulative amount of actuarial gains and losses recognised in the statement of total recognised gains and losses for the year are as follows:

	2010 £ millions	2009 £ millions
Cumulative actuarial loss at 1 <sup>st</sup> April	(8.4)	(5.7)
Recognised during the year	(3.4)	(2.7)
Cumulative actuarial loss at 31 <sup>st</sup> March	<u>(11.8)</u>	<u>(8.4)</u>

Movements in the deficit during the year are as follows:

	<b>2010</b>	2009
	<b>£ millions</b>	£ millions
Deficit in Scheme at 1 <sup>st</sup> April	<b>(2.5)</b>	(0.4)
Expenses recognised in profit and loss	<b>(0.2)</b>	-
Contributions paid	<b>2.3</b>	0.6
Actuarial (loss)	<b>(3.4)</b>	(2.7)
Deficit in Scheme at 31 <sup>st</sup> March	<b><u>(3.8)</u></b>	<u>(2.5)</u>

Amounts for the current and previous four accounting periods are as follows:

	<b>2010</b>	2009	2008	2007	2006
	<b>£ millions</b>	£ millions	£ millions	£ millions	£ millions
Present value of Scheme liabilities	<b>(29.6)</b>	(21.1)	(21.9)	(23.1)	(24.3)
Market value of Scheme assets	<b>25.8</b>	18.6	21.5	22.2	21.0
Deficit in the Scheme	<b>(3.8)</b>	(2.5)	(0.4)	(0.9)	(3.3)
Actual return less expected return on Scheme assets	<b>4.3</b>	(4.4)	(2.7)	(0.4)	2.8
Experience gain/(loss) arising on Scheme liabilities	<b>0.6</b>	(0.4)	(0.1)	(0.2)	-
Change in assumptions underlying present value of Scheme liabilities	<b>(8.3)</b>	2.1	2.5	2.4	(4.1)

## Employment benefit plans

The Group operates a Group Personal Pension ('GPP') arrangement. Subject to meeting certain qualifying conditions, all staff joining the Group are eligible to become members of the GPP.

The GPP provides employees with a tax-efficient way of saving for retirement. It is a low-cost, flexible and portable arrangement which the Group also contributes towards.

Contributions are currently subject to the maximum limits as laid down by H M Revenue & Customs for the tax year in question. Group contributions are made as a percentage of salary and/or bonus waiver through a salary sacrifice arrangement.

The assets of the GPP are held separately from those of the Group in independently administered funds. During the year ended 31<sup>st</sup> March 2010 the Group made contributions of £4.8 million (2009: £6.0 million) to the GPP.

## Other pension arrangements

The Group has operated a separate trust based defined contribution scheme which is closed to new employees and any existing members as at 31<sup>st</sup> March 2006. This scheme is currently being wound up.



## 27 EQUITY

2010	Share capital	Share premium account	Other reserve	Pension reserve	Profit and loss account	Profit and loss account	Total
	£ millions	£ millions	£ millions	£ millions	£ millions	£ millions	£ millions
At 1 <sup>st</sup> April 2009	2,426.4	15.6	-	(4.5)	(2,083.4)	(2,087.9)	354.1
<b>Group restructuring:</b>							
Mizuho International plc	(2,426.4)	(15.6)	-	-	-	-	(2,442.0)
Mizuho Securities UK Holdings Ltd	494.3	-	-	-	-	-	494.3
Other reserve (see note 37C)	-	-	2,018.0	-	-	-	2,018.0
<b>Equity after group restructuring</b>	<b>494.3</b>	<b>-</b>	<b>2,018.0</b>	<b>(4.5)</b>	<b>(2,083.4)</b>	<b>(2,087.9)</b>	<b>424.4</b>
Profit for the year	-	-	-	-	45.0	45.0	45.0
Actuarial loss on defined benefit plan	-	-	-	(3.4)	-	(3.4)	(3.4)
At 31 <sup>st</sup> March 2010	<b>494.3</b>	<b>-</b>	<b>2,018.0</b>	<b>(7.9)</b>	<b>(2,038.4)</b>	<b>(2,046.3)</b>	<b>466.0</b>

2009	Share capital	Share premium account	Other reserve	Pension reserve	Profit and loss account	Profit and loss account	Total
	£ millions	£ millions	£ millions	£ millions	£ millions	£ millions	£ millions
At 1 <sup>st</sup> April 2008	2,314.6	15.6	-	(1.8)	(1,815.9)	(1,817.7)	512.5
Increase in paid up share capital	111.8	-	-	-	-	-	111.8
Loss for the year	-	-	-	-	(267.5)	(267.5)	(267.5)
Actuarial loss on defined benefit plan	-	-	-	(2.7)	-	(2.7)	(2.7)
At 31 <sup>st</sup> March 2009	2,426.4	15.6	-	(4.5)	(2,083.4)	(2,087.9)	354.1

### Explanatory notes on equity

#### 1. Equity as restated

As described in note 1 – basis of preparation: corresponding amounts, the corresponding amounts for equity have been restated to reflect the impact of the group restructuring accounted for under merger accounting.

#### 2. Other reserve

The other reserve is calculated as described in note 1 – basis of consolidation and analysed in detail in note 33C

## 28 OPERATING LEASE COMMITMENTS

Annual commitments under non-cancellable operating leases are analysed below:

<b>Group</b>	<b>2010</b> <b>£ millions</b>	<b>2009</b> <b>£ millions</b>
Expiring in five years or more	<u>11.5</u>	<u>11.5</u>

## 29 CONTINGENT LIABILITIES

In the normal course of business the Group is involved in various lawsuits and no material adverse impact on the financial position of the Group is expected to arise from any of these proceedings.

## 30 EVENTS AFTER BALANCE SHEET DATE

There have been no events after the balance sheet date that require disclosure.

## 31 FINANCIAL ASSETS AND FINANCIAL LIABILITIES

### A Classification of financial assets and financial liabilities

Group 2010	Classification				Fair value	
	Held for trading	Designated as at fair value	Loans and receivables	Financial liabilities	Fair value instruments	Non Fair value instruments
	£ millions	£ millions	£ millions	£ millions	£ millions	£ millions
<b>Financial assets:</b>						
Reverse repurchase agreements	29,267.2	-	-	-	29,267.2	-
Trading assets	927.9	1.8	-	-	929.7	-
Trading derivative assets	421.0	-	-	-	421.0	-
Derivative assets held for risk management	190.0	-	-	-	190.0	-
Loans and advances to banks	-	-	187.5	-	-	187.5
Loans and advances to customers	-	-	117.3	-	-	117.3
Financial investments	0.7	82.0	-	-	82.7	-
					<b>30,890.6</b>	
<b>Financial liabilities:</b>						
Deposits by banks	-	6.9	-	720.4	6.9	720.4
Customer accounts	-	-	-	108.9	-	108.9
Repurchase agreements	27,548.1	-	-	-	27,548.1	-
Trading liabilities	178.0	-	-	-	178.0	-
Trading derivatives liabilities	741.6	-	-	-	741.6	-
Derivative liabilities held for risk management	181.6	-	-	-	181.6	-
Debt securities in issue	-	103.8	-	1,364.5	103.8	1,158.3
					<b>28,760.0</b>	
<b>Company</b>						
2010	Classification				Fair value	
	Available for sale (at cost)	Designated as at fair value	Loans and receivables	Financial liabilities	Fair value instruments	Non Fair value instruments
	£ millions	£ millions	£ millions	£ millions	£ millions	£ millions
<b>Financial assets:</b>						
Loans and advances to banks	-	-	12.9	-	-	12.9
Financial investments	481.4	-	-	-	-	481.4



Group  
2009

	Classification				Fair value	
	Held for trading £ millions	Designated as at fair value £ millions	Loans and receivables £ millions	Financial liabilities £ millions	Fair value instruments £ millions	Non Fair value instruments £ millions
<b>Financial assets:</b>						
Reverse repurchase agreements	15,811.8	-	-	-	15,811.8	-
Trading assets	1,358.3	64.6	-	-	1,422.9	-
Trading derivative assets	1,030.1	-	-	-	1,030.1	-
Derivative assets held for risk management	298.6	-	-	-	298.6	-
Loans and advances to banks	-	-	252.0	-	-	252.0
Loans and advances to customers	-	-	55.1	-	-	55.1
Financial investments	1.0	72.2	-	-	73.2	-
					<u>18,636.6</u>	
<b>Financial liabilities:</b>						
Deposits by banks	-	4.0	-	828.3	4.0	828.3
Customer accounts	-	-	-	29.4	-	29.4
Repurchase agreements	14,302.6	-	-	-	14,302.6	-
Trading liabilities	148.3	-	-	-	148.3	-
Trading derivatives liabilities	1,868.6	-	-	-	1,868.6	-
Derivative liabilities held for risk management	266.7	-	-	-	266.7	-
Debt securities in issue	-	155.1	-	1,899.3	155.1	1,612.2
					<u>16,745.3</u>	

### Explanatory notes on disclosure of fair values for financial assets and financial liabilities

#### 1. Fair value

The fair values of fair value financial instruments as shown in the table above is further analysed into the fair value measurement hierarchy in note 31B below. Non fair value financial instruments are not included in the fair value hierarchy disclosures.

#### 2. Financial instruments for which fair value approximates carrying value

For financial assets and financial liabilities that are not subsequently measured at fair value and that are payable on demand or having a short term maturity, carrying amounts approximate fair values. This applies to loans and advances to banks and customers, deposits by banks and customer accounts.

#### 3. Financial liabilities

Debt securities in issue and certain deposits by banks classified as financial liabilities include debt securities and deposits adjusted for fair value hedge accounting (see note 22). The fair value of debt securities in issue that are classified as financial liabilities are calculated for disclosure purposes only using valuation techniques used by the direct parent for its disclosures including an assessment of the Mizuho Securities Group own credit risk.

## **B Fair value hierarchy**

The Group has allocated its financial instruments into a three-level fair value hierarchy based on the priority of the inputs to the valuation methodology.

The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial instruments fall within different levels of the hierarchy, the categorisation is based on the lowest level input that is significant to the fair value measurement of the instrument.

When the inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorised is based on the lowest level input that is significant to the fair value measurement in its entirety. For example, a Level 3 fair value measurement may include inputs that are observable (Levels 1 and 2) and unobservable (Level 3).

Financial assets and financial liabilities recorded on the Balance Sheet are categorised based on the inputs to the valuation techniques as follows:

### *Level 1*

Financial assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that the Group has the ability to access.

### *Level 2*

Financial assets and liabilities whose values are based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

### *Level 3*

Financial assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management's own assumptions about the assumptions a market participant would use in pricing the asset or liability.

The following tables show the analysis of the fair values for fair value instruments disclosed in the note 30 A above categorised in the fair value hierarchy applied by the Group.

<b>Group 2010</b>	<b>Level 1 £ millions</b>	<b>Level 2 £ millions</b>	<b>Level 3 £ millions</b>	<b>Fair value Total £ millions</b>
Reverse repurchase agreements	-	29,267.2	-	29,267.2
<i>Debt securities</i>	159.1	317.9	158.7	635.7
<i>Equity securities</i>	2.8	3.5	-	6.3
<i>Purchased life contracts</i>	-	-	287.7	287.7
Trading assets	<b>161.9</b>	<b>321.4</b>	<b>446.4</b>	<b>929.7</b>
<i>Interest rate</i>	-	174.9	2.1	177.0
<i>Equity</i>	0.1	-	-	0.1
<i>Foreign currency</i>	-	107.4	9.5	116.9
<i>Credit</i>	-	25.8	101.2	127.0
Trading derivative assets	<b>0.1</b>	<b>308.1</b>	<b>112.8</b>	<b>421.0</b>
<i>Interest rate</i>	-	2.5	8.1	10.6
<i>Equity</i>	-	0.3	54.1	54.4
<i>Foreign currency</i>	-	2.9	117.6	120.5
<i>Credit</i>	-	2.0	2.5	4.5
Derivative assets held for risk management	-	<b>7.7</b>	<b>182.3</b>	<b>190.0</b>
Financial investments	-	<b>38.4</b>	<b>44.3</b>	<b>82.7</b>
<b>Financial assets</b>	<b>162.0</b>	<b>29,942.8</b>	<b>785.8</b>	<b>30,890.6</b>
Deposits by banks	-	-	<b>6.9</b>	<b>6.9</b>
Repurchase agreements	-	<b>27,548.1</b>	-	<b>27,548.1</b>
Trading liabilities	<b>173.5</b>	<b>4.5</b>	-	<b>178.0</b>
<i>Interest rate</i>	-	245.1	2.4	247.5
<i>Equity</i>	0.1	-	-	0.1
<i>Foreign currency</i>	-	142.9	10.6	153.5
<i>Credit</i>	-	23.2	317.3	340.5
Trading derivative liabilities	<b>0.1</b>	<b>411.2</b>	<b>330.3</b>	<b>741.6</b>
<i>Interest rate</i>	-	0.1	7.8	7.9
<i>Equity</i>	-	-	46.0	46.0
<i>Foreign currency</i>	-	0.4	122.2	122.6
<i>Credit</i>	-	3.2	1.9	5.1
Derivative liabilities held for risk management	-	<b>3.7</b>	<b>177.9</b>	<b>181.6</b>
Debt securities in issue	-	<b>26.9</b>	<b>76.9</b>	<b>103.8</b>
<b>Financial liabilities</b>	<b>173.6</b>	<b>27,994.4</b>	<b>592.0</b>	<b>28,760.0</b>

Group 2009	Level 1 £ millions	Level 2 £ millions	Level 3 £ millions	Fair value Total £ millions
Reverse repurchase agreements	-	15,811.8	-	15,811.8
<i>Debt securities</i>	31.9	543.1	512.5	1,087.5
<i>Equity securities</i>	0.2	4.2	-	4.4
<i>Purchased life contracts</i>	-	-	331.0	331.0
Trading assets	32.1	547.3	843.5	1,422.9
<i>Interest rate</i>	0.4	277.1	32.9	310.4
<i>Equity</i>	-	1.1	-	1.1
<i>Foreign currency</i>	-	114.6	-	114.6
<i>Credit</i>	-	231.6	372.4	604.0
Trading derivative assets	0.4	624.4	405.3	1,030.1
<i>Interest rate</i>	-	3.6	11.1	14.7
<i>Equity</i>	-	-	112.0	112.0
<i>Foreign currency</i>	-	0.1	132.1	132.2
<i>Credit</i>	-	13.9	25.8	39.7
Derivative assets held for risk management	-	17.6	281.0	298.6
Financial investments	-	38.6	34.6	73.2
<b>Financial assets</b>	<b>32.5</b>	<b>17,039.7</b>	<b>1,564.4</b>	<b>18,636.6</b>
Deposits by banks	-	4.0	-	4.0
Repurchase agreements	-	14,302.6	-	14,302.6
Trading liabilities	53.8	94.5	-	148.3
<i>Interest rate</i>	-	455.9	33.7	489.6
<i>Equity</i>	-	-	-	-
<i>Foreign currency</i>	0.1	145.4	-	145.5
<i>Credit</i>	-	149.4	1,084.1	1,233.5
Trading derivative liabilities	0.1	750.7	1,117.8	1,868.6
<i>Interest rate</i>	-	1.4	13.2	14.6
<i>Equity</i>	-	0.1	103.2	103.3
<i>Foreign currency</i>	-	-	106.0	106.0
<i>Credit</i>	-	16.9	25.9	42.8
Derivative liabilities held for risk management	-	18.4	248.3	266.7
Debt securities in issue	-	47.8	107.3	155.1
<b>Financial liabilities</b>	<b>53.9</b>	<b>15,218.0</b>	<b>1,473.4</b>	<b>16,745.3</b>

## **C Methods and valuation techniques used to determine fair values**

The methods and valuation techniques used to determine fair values used for financial instruments shown at fair value on the balance sheet are described in more detail below by class of financial instrument.

### **Reverse repurchase and repurchase agreements**

The fair value of reverse repurchase and repurchase agreements is determined in accordance with relevant market derived interest rates, which principally vary by currency, maturity and the degree of market demand for collateral which underlies individual contracts.

### **Debt securities**

Highly liquid government securities are priced from readily available quoted prices. Less liquid government and other securities are priced using market derived rates for those securities.

Illiquid securities are priced using relevant proxy market data as far as possible, and this data chiefly comprises market rates derived from more liquid securities of that issuer, rates implied from recent transactions in that or proxy securities and rates derived from credit derivative markets.

Illiquid asset backed securities chiefly comprise asset backed securities relating to commercial real estate, together with residential mortgage backed securities and CDO securities that reference such securities, which relate to the Group's former US Structured Credit business. These securities have been priced using valuation techniques which incorporate assumptions, as appropriate, relating to access to residual cash, performance of underlying collateral, and other recoveries including insurance claims, which may be available to investors.

### **Equity securities**

Listed equity securities traded in active markets are valued using exchange prices or dealer price quotations, and positions held in funds are priced based upon fund manager quotations.

### **Purchased life contracts**

Purchased life contracts are measured at fair value using generally accepted pricing models for such transactions.

These approaches utilise mortality rates based upon actuarial valuation basic tables ("VBT"), together with specific adjustments to those rates to take account of the ageing of the table, individual medical assessments, and a scaling adjustment applied to females. The distribution of mortality events projected from these adjusted base tables is compared on an ongoing basis to the actual mortality experience of the Group's portfolio of contracts, and additional adjustments are made if cumulative mortality experience to date falls outside a defined confidence level.

Additional valuation adjustments are made to take account of other factors, including the premium for longevity risk implicit within these contracts, and the credit risk associated with insurers whose credit ratings fall beneath investment grade.

## **Derivative assets and liabilities**

### *Credit derivatives*

Credit derivatives that reference liquid reference assets or issuers are valued using observable interest rates, credit spreads and recovery rates. To the extent that credit spreads are unobservable, these are determined with reference to recent transactions or proxy spreads from relevant debt securities.

Synthetic CDOs are valued using industry standard models that calculate fair value based on observable and unobservable parameters including credit spreads, recovery rates, correlations and interest rates. Credit derivatives that reference residential mortgage backed securities and related CDO securities are priced using valuation techniques which incorporate assumptions relating to the performance of the underlying collateral.

### *Other derivatives*

Vanilla interest rate and currency derivatives are priced using industry standard models that incorporate observable market interest and currency rates. Interest rate, currency and equity derivatives that incorporate option related or other more complex features are priced using industry standard and proprietary valuation techniques. These utilise input parameters which include FX rates, interest rates, and equity prices, together with relevant volatility and correlation rates, and other model parameters. Certain derivative transactions executed with other Mizuho Financial Group counterparties have been priced using valuations provided by those counterparties, and those valuations have been based on the techniques described above.

### *Credit valuation adjustment*

The credit valuation adjustment (“CVA”) is the mark to market cost of protection required to hedge credit risk from counterparties in the Group’s over the counter (“OTC”) derivatives portfolio, and depends on expected future exposures, default probability and recovery rate. The calculation takes into account whether collateral or netting arrangements or break clauses are in place.

A CVA approach based on an expected exposure profile is used to adjust the fair value of positive replacement values to reflect counterparty credit risk if necessary. In order to arrive at fair value, credit valuation adjustments are necessary to reflect the credit risk of the counterparty inherent in OTC derivatives transactions.

In respect of counterparties, that are regarded as distressed, the adjustment is determined through a more judgemental consideration of the likelihood of recovery with regards to the circumstances of those individual counterparties. Key items taken into consideration include the size of the Group’s and third party claims upon the counterparty in comparison to the counterparty’s available assets.

## **Financial investments**

Financial investments principally comprise investments in a private equity fund and several hedge funds of funds. These are valued based upon regular valuation reports provided by the fund managers.

## **Debt securities in issue**

Debt securities in issue are priced using a model that incorporates the valuation of the relevant market rates which drive the calculation of coupon and principal payments, together with a reassessment of the Group’s own credit spread.

## D Movements in Level 3 financial instruments

Movements in the opening and closing balance of level 3 financial instruments as disclosed in note 31B above are analysed by class of financial instrument in the tables below.

### Group 2010

	Opening balance £ millions	Net realised and unrealised gains and (losses) £ millions	Transfers £ millions	Cash in £ millions	Cash out £ millions	Closing balance £ millions	Unrealised gains and (losses) £ millions
Debt securities	512.5	5.7	(123.8)	(248.8)	13.1	158.7	(15.2)
Purchased life contracts	331.0	(49.5)	-	(10.8)	17.0	287.7	(53.3)
<b>Trading assets</b>	<b>843.5</b>	<b>(43.8)</b>	<b>(123.8)</b>	<b>(259.6)</b>	<b>30.1</b>	<b>446.4</b>	<b>(68.5)</b>
Interest rate	32.9	(26.7)	-	(7.0)	2.9	2.1	(6.7)
Foreign currency	-	11.9	-	(2.4)	-	9.5	9.5
Credit	372.4	(278.2)	-	(5.2)	12.2	101.2	(20.9)
<b>Trading derivative assets</b>	<b>405.3</b>	<b>(293.0)</b>	<b>-</b>	<b>(14.6)</b>	<b>15.1</b>	<b>112.8</b>	<b>(18.1)</b>
Interest rate	11.1	(0.8)	-	(2.3)	0.1	8.1	(1.3)
Equity	112.0	(57.5)	(0.4)	(0.1)	0.1	54.1	(46.6)
Foreign currency	132.1	(14.2)	-	(0.7)	0.4	117.6	(14.5)
Credit	25.8	(22.6)	-	(0.9)	0.2	2.5	(18.8)
<b>Derivative assets held for risk management</b>	<b>281.0</b>	<b>(95.1)</b>	<b>(0.4)</b>	<b>(4.0)</b>	<b>0.8</b>	<b>182.3</b>	<b>(81.2)</b>
<b>Financial investments</b>	<b>34.6</b>	<b>4.2</b>	<b>-</b>	<b>(4.8)</b>	<b>10.3</b>	<b>44.3</b>	<b>3.4</b>
<b>Financial assets</b>	<b>1,564.4</b>	<b>(427.7)</b>	<b>(124.2)</b>	<b>(283.0)</b>	<b>56.3</b>	<b>785.8</b>	<b>(164.4)</b>
<b>Deposits by banks</b>	<b>-</b>	<b>3.0</b>	<b>3.9</b>	<b>-</b>	<b>-</b>	<b>6.9</b>	<b>3.0</b>
Interest rate	33.7	(52.5)	-	24.4	(3.2)	2.4	(10.4)
Foreign currency	-	9.7	-	0.9	-	10.6	10.6
Credit	1,084.1	(283.8)	-	6.3	(489.3)	317.3	60.4
<b>Trading derivative liabilities</b>	<b>1,117.8</b>	<b>(326.6)</b>	<b>-</b>	<b>31.6</b>	<b>(492.5)</b>	<b>330.3</b>	<b>60.6</b>
Interest rate	13.2	(5.6)	-	0.4	(0.2)	7.8	(5.0)
Equity	103.2	(56.3)	-	1.7	(2.6)	46.0	(46.7)
Foreign currency	106.0	11.8	-	5.6	(1.2)	122.2	16.2
Credit	25.9	(24.8)	-	0.8	-	1.9	(10.1)
<b>Derivative liabilities held for risk management</b>	<b>248.3</b>	<b>(74.9)</b>	<b>-</b>	<b>8.5</b>	<b>(4.0)</b>	<b>177.9</b>	<b>(45.6)</b>
<b>Debt securities in issue</b>	<b>107.3</b>	<b>(10.0)</b>	<b>-</b>	<b>-</b>	<b>(20.4)</b>	<b>76.9</b>	<b>(9.9)</b>
<b>Financial liabilities</b>	<b>1,473.4</b>	<b>(408.5)</b>	<b>3.9</b>	<b>40.1</b>	<b>(516.9)</b>	<b>592.0</b>	<b>8.1</b>

Group  
2009

	Opening Balance £ millions	Net realised and unrealised gains and (losses) £ millions	Transfers £ millions	Cash in £ millions	Cash out £ millions	Closing balance £ millions	Unrealised gains and (losses) £ millions
Debt securities	325.5	130.5	426.9	(371.7)	1.3	512.5	9.2
Purchased life contracts	208.4	142.7	-	(35.6)	15.5	331.0	123.8
<b>Trading assets</b>	<b>533.9</b>	<b>273.2</b>	<b>426.9</b>	<b>(407.3)</b>	<b>16.8</b>	<b>843.5</b>	<b>133.0</b>
Interest rate	6.6	(7.8)	34.4	(3.3)	3.0	32.9	3.2
Credit	177.5	(210.0)	207.0	(255.5)	453.4	372.4	158.9
<b>Trading derivative assets</b>	<b>184.1</b>	<b>(217.8)</b>	<b>241.4</b>	<b>(258.8)</b>	<b>456.4</b>	<b>405.3</b>	<b>162.1</b>
Interest rate	-	2.3	9.4	(1.1)	0.5	11.1	2.5
Equity	-	80.7	29.7	(0.2)	1.8	112.0	84.5
Foreign currency	-	63.9	68.2	-	-	132.1	65.8
Credit	-	14.5	11.1	-	0.2	25.8	14.8
<b>Derivative assets held for risk management</b>	<b>-</b>	<b>161.4</b>	<b>118.4</b>	<b>(1.3)</b>	<b>2.5</b>	<b>281.0</b>	<b>167.6</b>
<b>Financial investments</b>	<b>33.3</b>	<b>(4.8)</b>	<b>8.3</b>	<b>(11.9)</b>	<b>9.7</b>	<b>34.6</b>	<b>(8.0)</b>
<b>Financial assets</b>	<b>751.3</b>	<b>212.0</b>	<b>795.0</b>	<b>(679.3)</b>	<b>485.4</b>	<b>1,564.4</b>	<b>454.7</b>
Interest rate	21.3	(19.3)	30.5	4.1	(2.9)	33.7	2.2
Credit	959.6	64.0	189.3	34.3	(163.1)	1,084.1	481.5
<b>Trading derivative liabilities</b>	<b>980.9</b>	<b>44.7</b>	<b>219.8</b>	<b>38.4</b>	<b>(166.0)</b>	<b>1,117.8</b>	<b>483.7</b>
Interest rate	-	1.7	12.5	0.9	(1.9)	13.2	2.5
Equity	-	76.8	27.3	2.9	(3.8)	103.2	78.4
Foreign currency	-	40.2	55.7	12.6	(2.5)	106.0	51.8
Credit	-	15.8	8.7	1.4	-	25.9	17.2
<b>Derivative liabilities held for risk management</b>	<b>-</b>	<b>134.5</b>	<b>104.2</b>	<b>17.8</b>	<b>(8.2)</b>	<b>248.3</b>	<b>149.9</b>
<b>Debt securities in issue</b>	<b>-</b>	<b>47.6</b>	<b>117.5</b>	<b>-</b>	<b>(57.8)</b>	<b>107.3</b>	<b>34.5</b>
<b>Financial liabilities</b>	<b>980.9</b>	<b>226.8</b>	<b>441.5</b>	<b>56.2</b>	<b>(232.0)</b>	<b>1,473.4</b>	<b>668.1</b>

### Explanatory notes on movements in level 3 financial instruments

1. *Net realised gains and losses*

Gains and losses for Level 3 assets and liabilities within the reconciliation table may include changes in fair value that are attributable to both observable inputs (Levels 1 and 2) and unobservable inputs (Level 3).

2. *Transfers*

Reclassifications impacting Level 3 of the fair value hierarchy are reported as transfers in and out of the Level 3 category as of the beginning of the reporting period in which the reclassifications occur. There was one transfer into deposits by banks due to a significant input becoming unobservable. There were transfers out of level 3 in Debt Securities Equity derivatives held for risk management since there was more active trading during the financial year and fair values were obtained using observable market data.



3. *Unrealised gains and losses*

Unrealised gains and losses represent unrealised profit and loss movements for the financial period for level 3 financial instruments held at the balance sheet date.

## E Level 3 financial instruments – sensitivity analysis

### Group

	2010 Level 3 £ millions	2010 Sensitivity £ millions	2009 Level 3 £ millions	2009 Sensitivity £ millions
Debt securities	158.7	5.4	512.5	6.0
Purchased life contracts	287.7	15.8	331.0	3.5
<b>Trading assets</b>	<b>446.4</b>	<b>21.2</b>	<b>843.5</b>	<b>9.5</b>
Trading derivative assets	112.8	7.5	405.3	11.6
Derivative assets held for risk management	182.3	-	281.0	-
Financial investments	44.3	6.5	34.6	-
<b>Financial assets</b>	<b>785.8</b>	<b>35.2</b>	<b>1,564.4</b>	<b>21.1</b>
Deposits by banks	6.9	-	-	-
Trading derivative liabilities	330.3	0.7	1,117.8	0.1
Derivative liabilities held for risk management	177.9	-	248.3	-
Debt securities in issue	76.9	0.5	107.3	-
<b>Financial liabilities</b>	<b>592.0</b>	<b>1.2</b>	<b>1,473.4</b>	<b>0.1</b>

### Explanatory notes on level 3 financial instruments sensitivity analysis

1. *Trading assets - Debt securities*

The impact of applying additional valuation buffers to the proxy market rates used in the pricing of debt securities totals £5.4m, and in particular this has included outright valuation shifts of 2.5% to proxy prices or price components and credit spread shifts of 100 basis points to proxy yields.

2. *Trading assets – Purchased life contracts*

The effect of increasing the premium for longevity risk in respect of the Group's portfolio of purchased life contracts by 100 basis points totals £15.8m.

3. *Trading derivative assets – Credit derivatives*

The principal valuation sensitivity in respect of trading derivative assets is the assessment of recoverability through the counterparty exposure valuation adjustment. An additional loss of £7.5m would be incurred as a result of a nil recovery from the two least credit worthy counterparties, to which the Group is exposed.

4. *Financial investments*

The major valuation sensitivity relating to the Group's financial investments concerns the size of any required adjustments to reflect potential liquidity premiums required by investors. The sensitivity valuation impact includes the provision of additional liquidity premiums of 10% of investment carrying value.

5. *Trading derivative liabilities – Credit derivatives*

Trading derivative liabilities that reference residential mortgage backed securities have been revalued by applying a 10% reduction to the value of future premium receipts.

6. *Debt securities in issue*

The impact of reducing the credit spread used to value the Group's debt securities in issue, which are carried at fair value, by 5 basis points is £0.5m.

7. *Offsetting items*

Where derivative assets and liabilities that have been included as level 3 financial instruments bear mutually offsetting market risks, or hedge or offset the market risk arising from the Group's debt securities in issue, the sensitivity of these instruments to valuation assumptions has not been disclosed, as changing these assumptions will not impact the Group's profit and loss.

## F Significant transfers from level 2 to level 1 financial instruments

Group	2010	2009
	Transfers	Transfers
	£ millions	£ millions
Trading assets - debt securities	53.5	-
Trading liabilities	41.4	-

### Explanatory notes on significant transfers from level 2 to level 1 financial instruments

The above financial instruments were transferred from level 2 to level 1 since there was more active trading during the financial year and fair values were obtained using observable market data. There were no transfers between level 1 and level 2 during the financial year (2009: £nil). The amounts disclosed above are the carrying values at balance sheet date.

## **32 RISK MANAGEMENT**

This note presents information on the Group's exposure to financial and other risks and how it manages those risks.

The Group has exposure to the following various risks from its use of financial instruments, including market risk, credit risk, liquidity risk and longevity risk (arising from trading in purchased life contracts). Market risk includes foreign exchange, interest rate, credit spread, equity price and equity volatility risk.

Furthermore, the Group also has exposure to risks arising from transactions with special purpose companies.

This note also presents information on how the Group manages operational risk, legal risk and its regulatory capital requirements.

### **A Risk management framework**

The Group has established a comprehensive framework for managing financial and other operational risks which is evolving with its business activities in response to developments in markets and products.

The Group has a Risk Committee which advises the Executive Committee on risk methodologies and limits, both market and credit, and monitors compliance with these limits.

The Risk Committee is chaired by the Chief Risk Officer and also attended by the Chief Financial Officer, the Head of Product Control, the Head of Credit Risk, the Head of Market Risk, the Head of Methodology and Model Validation and representatives of the front and back office.

### **B Market Risk**

#### **Control environment**

Market risk is the risk that changes in interest rates, foreign exchange rates, credit spreads, equity prices and other rates, prices, volatilities, correlations or other market conditions, such as liquidity, will have an adverse impact on the Group's financial condition or results. Market risk arises from both the Company's trading and non trading activities.

#### **Principal market risks**

The principal market risks to which the Group is exposed are interest rate risk, credit spread risk and equity price and equity volatility risks.

The Group's legacy businesses are the primary source of interest rate and credit risk in the Group's trading portfolios. These include trading in debt securities and related credit derivatives, including structured credit and interest rate products, basis trading and life settlements business.

The Group's equity price and equity volatility risks arise from its Client business through trading in equities and convertible bonds, predominantly Japanese.

Risk Management is responsible for monitoring compliance with all market risk limits established by the Risk Committee and agreed with the Executive Committee. Management of all market risks is the responsibility of the individual business units.

Longevity risk is specific to the Group's life settlement business. Longevity risk is the risk that the actual mortality experienced on a portfolio of life policies does not match the expected experience implied by the Group's valuation models. The Group monitors the longevity risk in its trading portfolios through position and sensitivity limits, as well as a stress-testing value calculation based upon a stress to the underlying life expectancy tables used for valuation purposes. Longevity risk is not included in the Value at Risk ('VaR') as it is a risk type where stress testing is more appropriate. Therefore, the longevity risk is monitored and limited via stress tests, details of which are given below.

## **Sensitivity analysis – trading financial instruments**

The Group measures and manages the market risk in its trading portfolios through position and sensitivity limits, as well as profit and loss and VaR limits, and stress testing triggers. These limits are approved by the Risk Committee and the Executive Committee for the stress testing triggers. In addition, the Group has total VaR and Market Risk and Credit Risk Capital limits set by Mizuho Securities Co., Ltd.

### *Stress Testing*

Stress testing is an essential component of the tools used for managing risk within the organisation. It is used together with existing VaR calculations. This assists senior management in understanding the potential impact of extreme events on its business strategy and its available capital resources.

The stress tests have been designed to contain detailed scenarios which assess all of the material risks of the Group, including significant risks not assessed in the current VaR framework.

The Group's stress testing framework has evolved from examining simple, short-term market related losses, to encompass more complex scenarios that assess combinations of market and credit losses and examine impacts over extended holding periods to include the impacts of limited market liquidity on more complex products.

Management triggers on the Group's stress testing results are set by the Executive Committee, and additional triggers are set at a departmental level by the Risk Committee. The stress testing results are presented to the Risk Committee and Executive Committee on a weekly basis.

### *Stress Testing – Life exposures*

Two stress tests (Persistency risk and VBT stress) are calculated on a daily basis to evaluate sensitivity to mortality risk:

**Persistency Risk** – The valuation is reperformed at a policy level but with the probability of death in the first 30 days set to zero. The impact of this stress as at 31<sup>st</sup> March 2010 was to reduce the fair value by £1.7 million (2009: £1.4 million).

**VBT Stress** – The valuation is reperformed at a policy level but assuming a 1% relative adverse shift in the VBT table. The fair value of the life contracts as at 31<sup>st</sup> March 2010 is reduced by £2.1 million (2009: £2.1 million) under this scenario.

In addition the Group has also commenced periodic stress test analysis, notably to capture the impact of price uncertainty risk. This is computed by widening the internal rate of return

by 300 basis points, equivalent to a reduction in valuation of circa £57 million as at 31<sup>st</sup> March 2010.

### *Value at Risk*

VaR is a statistical measure that produces an estimate of the potential decrease in the market value of a portfolio over a specified time horizon at a given confidence level under normal market conditions.

The Company's VaR assumes a time horizon of one day and a confidence level of 99 per cent.

The Company uses several VaR models across different segments of its business:

- For most risk factors, a full non-linear VaR model which employs Monte-Carlo simulations derived from a Variance-Covariance ('VcV') matrix is used for interest rate, spread, non JPY equity index and volatility risks;
- Mizuho International's Global Equity VaR process produces the daily VaR for the yen-risk positions. The Global Equity VaR process makes use of Barra's JPE3 model, Barra's primary Japanese equity model; and
- For its Foreign Exchange ('FX') VaR and Futures Basis VaR, the Company uses a linear variance/covariance model, and for equity specific risk it uses a single factor model for each specific stock.

VaR Monte-Carlo simulation assumes that changes in the risk parameters have either a normal or log-normal distribution and the parameters of this distribution (i.e. standard deviations and correlations) are obtained from Mizuho Financial Group. The method is limited by the relevance of the historical data used.

The Group's VaR should be interpreted in light of the limitations of the VaR, these include:

- Risk factors which are not fully addressed by the VaR methodology. These are addressed either by sensitivity or position limits or by stress testing scenarios;
- Changes in risk factors may not follow the assumed distribution. In particular, the normal distribution assumption may underestimate the probability of large market moves;
- Historical data may not be a good estimate of the potential changes to risk factors observed in the future and any modifications to that data may not be adequate; and
- VaR based on 99 per cent confidence level does not reflect potential losses beyond that percentile.

VaR should not be viewed as a guarantee of the maximum daily loss that can be experienced by the Company on its portfolio. Nor can the Group be certain that losses will not exceed the VaR more frequently than once in one hundred trading days.

The Group's VaR is measured on a daily basis. Mizuho Financial Group provides regular updates of the VcV matrix which contains the distribution parameters to be used in calculating VaR. The year end VaR was calculated using a VcV matrix provided by Mizuho Financial Group on 9<sup>th</sup> March 2010.

Current back-testing is done between the Group's total daily VaR and adjusted daily profit and loss. It is reported to the Executive Committee and Risk Committee on a weekly basis.

A summary of the daily VaR and risk statistics for the trading portfolios, based on a 99 per cent confidence level and a one day time horizon, segregated by type of market risk, is presented below. Average VaR has continued to decline from 2009 and previous years, as the Group continues to exit legacy proprietary risk exposures.

Group	2010	Average	Maximum	Minimum
VaR Risk Factor	£ thousands	2010	2010	2010
		£ thousands	£ thousands	£ thousands
General interest rate	818	974	1,356	677
Currency basis	28	71	733	19
Interest rate volatility	-	-	-	-
<b>Interest Rate</b>	<b>816</b>	<b>983</b>	<b>1,354</b>	<b>687</b>
<b>Futures Basis</b>	<b>1</b>	<b>20</b>	<b>207</b>	<b>-</b>
<b>Credit Spread</b>	<b>287</b>	<b>648</b>	<b>1,152</b>	<b>267</b>
Equity Index	122	167	513	33
Equity Specific	67	50	163	-
Equity Volatility	5	6	43	-
<b>Equity</b>	<b>154</b>	<b>202</b>	<b>536</b>	<b>57</b>
<b>FX Risk</b>	<b>187</b>	<b>118</b>	<b>469</b>	<b>7</b>
<b>Total VaR</b>	<b>1,112</b>	<b>1,304</b>	<b>2,123</b>	<b>829</b>

Group	2009	Average	Maximum	Minimum
VaR Risk Factor	£ thousands	2009	2009	2009
		£ thousands	£ thousands	£ thousands
General interest rate	1,184	986	1,995	469
Currency basis	114	104	1,067	15
Interest rate volatility	-	38	238	-
Interest Rate	1,220	1,164	2,443	559
Futures Basis	19	340	2,085	-
Credit Spread	3,446	4,971	8,239	2,664
Equity Index	125	710	1,349	125
Equity Specific	8	165	428	8
Equity Volatility	5	32	275	5
Equity	132	770	1,416	132
FX Risk	192	233	600	51
<b>Total VaR</b>	<b>3,847</b>	<b>5,643</b>	<b>8,348</b>	<b>3,123</b>

#### Explanatory notes on VaR

1 Longevity risk is not included in the VaR as it is a risk type which is more appropriately monitored and limited through stress tests, as described above.

2 US securitisation transactions are not included in VaR as the Group recognises a full regulatory capital deduction in respect of these exposures. Details of the Group's US securitisation exposures are given in note 32C.

3 Certain structured credit derivative transactions, in respect of which the counterparties are regarded as highly unlikely to meet their payment obligations have also been excluded from VaR. Details of these exposures are given in note 31C.

4. Interest rate volatility arises from caps, floors and swaptions in respect of which the Group no longer holds open exposures.

## **Sensitivity analysis – non trading financial instruments**

### *Currency risk sensitivity*

The Group's foreign currency loans and advances to banks and customers and investments are funded in matched currencies, and in addition funding raised from debt security issuance is also used to support trading activities on a matched currency basis. Consequently no significant currency exposure arises on non trading book activities.

### *Interest rate risk sensitivity*

The Group's non trading books comprise assets and liabilities which are not held or issued for trading activities. These include the raising and provision of funding to support the Group's trading activities, acceptance of customer deposits and investment activities. Funding and deposit taking activity is conducted in such a manner as to minimise, where possible, interest rate risk.

The tables below summarise the interest rate sensitivity gaps within the Group's non trading book. Items are allocated to time bands by reference to the earlier of the next contractual interest rate re-pricing or the maturity date.

<b>Group 2010</b>	<b>Less than 3 months</b>	<b>3-6 months</b>	<b>6-12 months</b>	<b>1-5 years</b>	<b>Over 5 years</b>	<b>Non interest bearing</b>	<b>Total</b>
	<b>£ millions</b>	<b>£ millions</b>	<b>£ millions</b>	<b>£ millions</b>	<b>£ millions</b>	<b>£ millions</b>	<b>£ millions</b>
Loans and advances to banks	187.5	-	-	-	-	-	187.5
Loans and advances to customers	117.3	-	-	-	-	-	117.3
Equity shares	-	-	-	-	-	82.7	82.7
Other assets	-	-	-	-	-	2,110.3	2,110.3
Prepayments and accrued income	-	-	-	-	-	35.4	35.4
Funding	2,159.9	-	-	-	-	-	2,159.9
<b>Assets</b>	<b>2,464.7</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,228.4</b>	<b>4,693.1</b>
Deposits by banks	727.3	-	-	-	-	-	727.3
Customer accounts	108.9	-	-	-	-	-	108.9
Debt securities in issue	733.2	401.0	171.3	114.5	48.3	-	1,468.3
Other liabilities	-	-	-	-	-	1,833.1	1,833.1
Accruals and deferred income	-	-	-	-	-	89.5	89.5
Shareholders' funds	-	-	-	-	-	466.0	466.0
<b>Liabilities and equity</b>	<b>1,569.4</b>	<b>401.0</b>	<b>171.3</b>	<b>114.5</b>	<b>48.3</b>	<b>2,388.6</b>	<b>4,693.1</b>
Off balance sheet items	(553.8)	376.1	171.3	111.2	(104.8)	-	-
<b>Interest rate sensitivity gap</b>	<b>341.5</b>	<b>(24.9)</b>	<b>-</b>	<b>(3.3)</b>	<b>(153.1)</b>	<b>(160.2)</b>	<b>-</b>
<b>Cumulative gap</b>	<b>341.5</b>	<b>316.6</b>	<b>316.6</b>	<b>313.3</b>	<b>160.2</b>	<b>-</b>	<b>-</b>
<b>Company 2010</b>	<b>Less than 3 months</b>	<b>3-6 months</b>	<b>6-12 months</b>	<b>1-5 years</b>	<b>Over 5 years</b>	<b>Non interest bearing</b>	<b>Total</b>
	<b>£ millions</b>	<b>£ millions</b>	<b>£ millions</b>	<b>£ millions</b>	<b>£ millions</b>	<b>£ millions</b>	<b>£ millions</b>
Loans and advances to banks	12.9	-	-	-	-	-	12.9
Loans and advances to customers	-	-	-	-	-	-	-
Equity shares	-	-	-	-	-	481.4	481.4
<b>Assets</b>	<b>12.9</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>481.4</b>	<b>494.3</b>
Shareholders' funds	-	-	-	-	-	494.3	494.3
<b>Liabilities and equity</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>494.3</b>	<b>494.3</b>
Off balance sheet items	-	-	-	-	-	-	-
<b>Interest rate sensitivity gap</b>	<b>12.9</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(12.9)</b>	<b>-</b>
<b>Cumulative gap</b>	<b>12.9</b>	<b>12.9</b>	<b>12.9</b>	<b>12.9</b>	<b>12.9</b>	<b>-</b>	<b>-</b>



Group 2009	Less than 3 months	3-6 months	6-12 months	1-5 years	Over 5 years	Non interest bearing	Total
	£ millions	£ millions	£ millions	£ millions	£ millions	£ millions	£ millions
Loans and advances to banks	252.0	-	-	-	-	-	252.0
Loans and advances to customers	55.1	-	-	-	-	-	55.1
Equity shares	-	-	-	-	-	73.2	73.2
Other assets	-	-	-	-	-	2,360.3	2,360.3
Prepayments and accrued income	-	-	-	-	-	73.8	73.8
Funding	1,983.4	-	-	-	-	-	1,983.4
<b>Assets</b>	<b>2,290.5</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,507.3</b>	<b>4,797.8</b>
Deposits by banks	832.3	-	-	-	-	-	832.3
Customer accounts	29.4	-	-	-	-	-	29.4
Debt securities in issue	909.8	469.0	203.6	316.9	155.1	-	2,054.4
Other liabilities	-	-	-	-	-	1,445.1	1,445.1
Accruals and deferred income	-	-	-	-	-	82.5	82.5
Shareholders' funds	-	-	-	-	-	354.1	354.1
<b>Liabilities and equity</b>	<b>1,771.5</b>	<b>469.0</b>	<b>203.6</b>	<b>316.9</b>	<b>155.1</b>	<b>1,881.7</b>	<b>4,797.8</b>
Off balance sheet items	(1,035.2)	435.8	161.1	290.1	148.2	-	-
Interest rate sensitivity gap	(516.2)	(33.2)	(42.5)	(26.8)	(6.9)	625.6	-
Cumulative gap	(516.2)	(594.4)	(591.9)	(618.7)	(625.6)	-	-

## **C Credit Risk**

### **Control environment**

Credit risk is the risk of financial loss to the Group if an issuer of a financial instrument or a customer fails to meet its contractual obligations.

Risk Management has specific responsibility for the implementation of the Group's credit policies for all activities, for performing credit analysis and due diligence on individual counterparties and issuers, and for monitoring compliance with individual counterparty, issuer, geographic and product limits. Policy and limits are established by the Risk Committee. Day to day management of credit risks is the responsibility of the individual business units.

Risk Management analyses counterparty credit exposures to assess both current and potential credit risk. Current credit exposure represents the replacement cost of those instruments which have a positive carrying value. Potential credit exposures are based on estimates of future replacement costs over the remaining life of the instrument.

Within Risk Management, prescribed levels of authority have been established for approval of standard transactions. Authority levels are governed by the counterparty's credit quality as well as the nature and potential risk of the transactions. Proposed transactions that exceed these prescribed levels must be approved by the Risk Committee.

### **Maximum exposure to credit risk**

The maximum exposure to credit risk for financial assets, including derivatives, recognised on the balance sheet is typically the carrying amount and is represented on the table below which analyses maximum exposure to credit risk by asset class, representing credit risk arising from counterparty default.

The maximum exposure is shown gross of the use of master netting and collateral agreements unless such credit enhancements meet the offsetting requirements as set out in note 2A.

<b>Group</b>	Note	<b>2010</b> £ millions	2009 £ millions
Reverse repurchase agreements	10	<b>29,267.2</b>	15,811.8
Trading debt securities	12	<b>635.7</b>	1,087.5
Purchased life contracts	12	<b>287.7</b>	331.0
<i>Trading derivative assets</i>	13	421.0	1,030.1
<i>Derivative assets held for risk management</i>	14	190.0	298.6
Derivative assets		<b>611.0</b>	1,328.7
<i>Loans and advances to banks</i>	15	187.5	252.0
<i>Loans and advances to customers</i>	16	117.3	55.1
Loans and advances		<b>304.8</b>	307.1
Trade receivables	19	<b>2,104.0</b>	2,352.5
<b>Exposure to credit risk</b>		<b><u>33,210.4</u></b>	<u>21,218.6</u>

<b>Company</b>	Note	<b>2010</b> £ millions
Loans and advances to banks	15	<b>12.9</b>
<b>Exposure to credit risk</b>		<b><u>12.9</u></b>

## Concentrations of exposure to credit risk

Concentrations of exposure to credit risk exist when a number of counterparties are engaged in similar activities or operate in the same geographical areas or industry sectors and have similar economic characteristics so that their ability to meet contractual obligations is similarly impacted by changes in economic, political or other conditions. Significant concentrations of exposure to credit risk for securitisation and other business asset classes with credit risk are discussed below.

### *Securitisation transactions*

The Group has concentrations of exposure to credit risk to US asset backed securities (comprising Prime, Mid-Prime and Sub-Prime RMBS and CDO transactions), arising from its former US Structured Credit business, and these have continued to fall during the current year:

#### **Group**

	2010 £ millions Notional	2010 £ millions Exposure	2009 £ millions Notional	2009 £ millions Exposure
Debt securities	441.3	3.5	842.8	10.9
Derivatives	221.4	1.9	597.2	12.3
Debt securities in issue	-	-	331.9	(3.2)
<b>Total exposure</b>	<b>662.7</b>	<b>5.4</b>	<b>1,771.9</b>	<b>20.0</b>

Exposures arising from non derivative financial instruments are presented at their balance sheet carrying value. Derivative exposures to US asset backed securities arise in respect of credit derivatives that reference such securities, and are presented as the maximum potential exposure to the default of the reference entity (being the notional size of such derivative contracts less their balance sheet carrying value).

Further details regarding the valuation of these exposures are given in note 31C to the financial statements.

### *Reverse repurchase agreements*

The Group's repo trading activities give rise to counterparty risk exposures in respect of repurchase and reverse repurchase transactions. However, these risks are mitigated through the execution of netting agreements and the agreement of margin requirements; such that net counterparty exposures are maintained at a low level. The largest counterparty exposure as at 31<sup>st</sup> March 2010, excluding central counterparties, totalled £47 million, and no remaining exposures exceeded £5 million (2009: £12 million).

### *Debt securities*

The Group's debt trading activities give rise to issuer risk exposures in respect of debt securities held for trading, which excluding the US asset backed securitisation positions described above, total £632 million (2009: £1,077 million). The Group's holdings of debt securities are diversified by issuer, geographic region and industry sector and in some instances benefit from offsetting purchased credit protection. Of these positions, debt securities issued by government and other public entities comprised 8% of the total held as (2009: 9%).

The largest concentration of debt securities issued by government and public entities comprised instruments issued by the French Republic, which represented 3% of the total held (2009: Treasury of the United States of America, 2%). Debt securities issued by corporate and other entities comprised 92% of total debt securities and were spread across issuer and industry sector (2009: 91%). The largest concentration of debt securities by geographic region comprised securities issued by US corporate entities 18% (2009: 22%).

#### *Purchased life contracts*

The Group's life settlements business gives rise to credit risk exposures in respect of life insurance policies written by US life insurance companies ('carriers'), which in aggregate totalled £288 million (2009: £331 million). These risks are mitigated through carrier diversification and rating requirements implemented by the Group, and no single carrier exposure exceeded £38 million (2009: £44 million).

#### *Trading derivatives*

The Group's derivative trading activities give rise to counterparty risk exposures, principally in respect of credit derivative transactions, which can be greater than those incurred through repo trading business due to the longer term nature and higher volatility associated with these transactions. Some counterparty exposure risks arising from derivative trading are mitigated through the execution of netting agreements, the agreement of margin requirements and other contractual credit mitigation features such as credit rating triggers.

With respect to credit derivative transactions not covered by netting agreements as at 31<sup>st</sup> March 2010, the Group had aggregate counterparty exposures, net of counterparty reserves, of £101 million in respect of structured credit derivative transactions, with notional values of £1,452 million (2009: £371 million exposure, £2,009 million notional values). The aggregate net exposure has reduced significantly during the current year as a result of both a reduction in the value of the underlying contracts, together with a strengthening of reserves in respect of transactions with specialist credit protection providers, where the probability of repayment is now regarded as low.

#### *Loans and advances*

Loans and advances to banks and customers included in 2009 a deposit of £170.5 million placed with a AAA rated financial institution, which was held in connection with one of the Group's US Structured Credit securitisation transactions. This deposit has now been repaid.

## Credit quality

The following table represents an analysis by credit quality rating designation of debt and similar securities and loans and advances based on internal credit ratings or their equivalent. The internal credit ratings are derived from S&P, Moody's and Fitch. For Japanese securities, the ratings are derived from Japanese rating agencies. For securities where external ratings are not available, the rating is internally calculated by the Group.

Group	2010		2009	
	Debt securities £ millions	Loans and advances £ millions	Debt securities £ millions	Loans and advances £ millions
AAA	168.3	-	125.8	171.5
AA- to AA+	21.1	179.7	175.3	30.7
A- to A+	147.8	17.6	321.1	49.9
BBB+ to C	283.3	-	464.0	-
D	0.1	-	0.3	-
Unrated	15.1	107.5	1.0	55.0
	<b>635.7</b>	<b>304.8</b>	<b>1,087.5</b>	<b>307.1</b>

Company	2010	
	Debt securities £ millions	Loans and advances £ millions
AA- to AA+	-	12.9
	<b>-</b>	<b>12.9</b>

## Collateral and other credit enhancements obtained

In respect of reverse repurchase and derivative transactions conducted under master netting agreements, the Group has legally enforceable rights to offset receivable and payable balances in the event of counterparty default. The impact of adjusting reported balance sheet captions for the effect of these offset arrangements is shown below.

In addition, the Group has obtained cash funding as shown below, in respect of certain debt securities, under terms which provide credit mitigation in the event of default by issuers of those securities.

<b>Group 2010</b>	<b>Carrying amount £ millions</b>	<b>Offset £ millions</b>	<b>Net exposure to credit risk £ millions</b>
Reverse repurchase agreements	29,267.2	(14,309.5)	14,957.7
Debt securities	635.7	(49.6)	586.1
Purchased life contracts	287.7	-	287.7
Derivative assets	611.0	(325.5)	285.5
Loans and advances to banks and customers	304.8	-	304.8
Trade receivables	2,104.0	-	2,104.0
	<u>33,210.4</u>	<u>(14,684.6)</u>	<u>18,525.8</u>

<b>Company 2010</b>	<b>Carrying amount £ millions</b>	<b>Offset £ millions</b>	<b>Net exposure to credit risk £ millions</b>
Loans and advances to banks and customers	12.9	-	12.9
	<u>12.9</u>	<u>-</u>	<u>12.9</u>

<b>Group 2009</b>	<b>Carrying amount £ millions</b>	<b>Offset £ millions</b>	<b>Net exposure to credit risk £ millions</b>
Reverse repurchase agreements	15,811.8	(3,035.6)	12,776.2
Debt securities	1,087.5	(64.6)	1,022.9
Purchased life contracts	331.0	-	331.0
Derivative assets	1,328.7	(650.5)	678.2
Loans and advances to banks and customers	307.1	-	307.1
Trade receivables	2,352.5	-	2,352.5
	<u>21,218.6</u>	<u>(3,750.7)</u>	<u>17,467.9</u>

### Explanatory notes collateral and other enhancements obtained

#### 1. Collateral received

Collateral received in the form of securities in respect of reverse repurchase transactions acts as credit risk mitigation against the cash lent under these transactions to reduce counterparty credit exposure. This collateral is not shown within the above table, as it is not eligible for recognition within the Group's balance sheet. Maximum exposure to counterparty risk arising from repurchase transactions is disclosed in note 32C – other concentrations to credit risk above.

## **D Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

### **Control environment**

The Group has an approved liquidity policy which covers all trading and non trading activities and requires the expected cash flows in all currencies to be managed within prescribed limits, set by the Financial Services Authority. The limits are based on known inflows, including marketable assets, less outflows and are measured on a cumulative basis.

The current limits are 0% for the up to 8 day mismatch and -5% for the up to 1 month mismatch. Mismatches are monitored and reported on a daily basis, and are formally reviewed at the weekly meeting of the Risk Committee.

Liquidity is actively managed through dealings in the major wholesale money markets and repo markets, thereby enabling ready access to funding.

The Group also undertakes stress testing of its liquidity risk profile, the results of which are periodically reviewed by the Risk Committee, Executive Committee and Board. Results indicate even under adverse scenarios, the Group would have sufficient resources to meet its funding requirements.



## Residual contractual maturity of financial liabilities

The table below summarises the maturity profile of the Group's financial liabilities.

Group 2010	Carrying Amount	Contractual Amount	Repayable on demand	Less than three months	3-6 months	6-12 months	1-5 years	Over 5 years
	£ millions	£ millions	£ millions	£ millions	£ millions	£ millions	£ millions	£ millions
<b>Non derivatives:</b>								
Deposits by banks	727.3	727.3	3.1	703.2	21.0	-	-	-
Customer accounts	108.9	108.9	2.9	21.1	-	-	84.9	-
Repurchase agreements	27,548.1	27,548.1	471.9	26,753.9	322.3	-	-	-
Trading liabilities	178.0	173.2	-	2.1	0.1	9.8	117.1	44.1
Debt securities in issue	1,468.3	1,478.9	-	66.7	32.4	31.2	660.8	687.8
Trade payables	1,827.1	1,827.1	-	1,827.1	-	-	-	-
		<b>31,863.5</b>	<b>477.9</b>	<b>29,374.1</b>	<b>375.8</b>	<b>41.0</b>	<b>862.8</b>	<b>731.9</b>

Group 2009	Carrying Amount	Contractual Amount	Repayable on demand	Less than three months	3-6 months	6-12 months	1-5 years	Over 5 years
	£ millions	£ millions	£ millions	£ millions	£ millions	£ millions	£ millions	£ millions
<b>Non derivatives:</b>								
Deposits by banks	832.3	832.3	-	814.2	-	-	18.1	-
Customer accounts	29.4	29.4	29.4	-	-	-	-	-
Repurchase agreements	14,302.6	14,301.2	305.8	13,995.4	-	-	-	-
Trading liabilities	148.3	161.0	-	0.5	-	9.2	76.7	74.6
Debt securities in issue	2,054.4	2,036.2	-	49.5	48.0	113.7	957.2	867.8
Trade payables	1,438.6	1,438.6	-	1,438.6	-	-	-	-
		<b>18,798.7</b>	<b>335.2</b>	<b>16,298.2</b>	<b>48.0</b>	<b>122.9</b>	<b>1,052.0</b>	<b>942.4</b>

## **E Special Purpose Companies**

### **Control environment**

The Group enters into transactions with customers in the ordinary course of business which involve the establishment of special purpose companies. Certain special purpose companies have been consolidated on the Group's balance sheet (see note 33).

Where the transactions involve the use of special purpose companies arranged by the Group, these special purpose companies are authorised upon establishment to ensure appropriate purpose and governance. The activities of the special purpose companies sponsored or administered by the Group are closely monitored by senior management.

The Group's involvement with the most significant types of special purpose companies and related transactions is described below.

#### *Securitisation*

The Group has used special purpose companies to securitise primary and derivative financial instruments. On securitisation, the Group may enter into derivative transactions with these special purpose companies, and may retain notes or derivative instruments issued by these special purpose companies on securitisation. Certain of these special purpose companies were consolidated after securitisation following developments in these vehicles resulting in the Group having the majority of the risk and rewards of ownership.

#### *Structured credit intermediation transactions*

The Group has used special purpose companies to intermediate structured credit transactions. The Group enters into credit derivative transactions with these special purpose companies. Such special purpose companies were arranged by the Group or by third parties.

The Group also uses special purpose companies to provide structured credit transactions to third parties who wish to obtain exposure to reference debt securities. The third parties obtain the risks and rewards of the reference assets through the notes issued by these special purpose companies. The Group may enter into interest rate derivatives with these special purpose companies.

#### *Asset finance transactions*

The Group uses special purpose companies to transact illiquid asset financing transactions. The Group may enter into derivative transactions that transfer risks and rewards onto its balance sheet, or transfer risks and rewards to a third party arranged special purpose company. Certain of these special purpose companies have been consolidated.

### **Consolidation**

The Group would consolidate a special purpose company when the substance of the relationship indicates that the Group controls the entity. As described in note 1 the Group controls a special purpose company if it has the ability to direct the financial and operating policies of the entity with a view to gaining economic benefits from the its activities.

The Group performs qualitative and quantitative analyses of its rights, obligations and economic exposures to special purpose companies. The Group assesses the consolidation accounting tests at inception of the involvement with a special purpose company and reassesses the consolidation tests when there is a change in the substance of the Group's involvement or there is change in the governing rules, contractual arrangements or capital structure of the entity.

Special purpose companies are accounted for off balance sheet where the Group does not have the majority of the risks and rewards of ownership of an the entity.

The Group would consolidate a special purpose company if it obtains the majority of the risk and reward of ownership or an analysis of the qualitative features of the Group's involvement indicate that in substance the activities of the entity are conducted on behalf of the Group.

## **F Operational Risk**

Operational risk is the risk of potential operational losses which arise as a result of the Group's business, and include losses attributable to human error, systems failure, fraud and legal exposure. The Group mitigates such risks through the maintenance of a comprehensive system of internal controls, which incorporates a strict segregation of duties between front and back office functions. The Executive Committee monitors the continued effectiveness of the control environment by comparison to agreed key risk indicators. Control procedures are reviewed on a regular basis by an independent internal audit function. In addition, the Group maintains and tests contingency facilities to support operations in the event of disasters and has purchased insurance where required by law or regulation and to address selected business risks.

## **G Legal Risk**

Legal risk is the risk that the business activities of the Group have unintended or unexpected legal consequences and includes risk arising from inadequate documentation, legal or regulatory incapacity, insufficient authority of a counterparty and uncertainty as to the validity or enforceability of a contract. The Group identifies and manages legal risk through effective use of its legal services department, which is independent of the front office, and external legal advisors.

## **H Regulatory capital management**

The primary objectives of the Group's capital management process is to ensure that the regulated Group entities comply with all externally imposed capital requirements and maintain a strong capital position in order to support the Group's business.

The Group maintains an effectively managed capital base to cover risks inherent in the business. The adequacy of the Group's capital is monitored using, amongst other measures, the rules and ratios established by the Basel Committee on Banking Supervision and adopted by the Financial Services Authority in supervising the Group's regulated entities. The Group also performs regular capital projections that include scenario analysis, which are reviewed by the senior management of the Group and are consistent with requirements under Basel Pillar II.

Basel II contains the relevant regulatory capital requirements which were implemented primarily through the Group monitoring compliance with the Financial Services Authority's General Prudential sourcebook ('GENPRU') and the Prudential sourcebook for Banks, Building Societies and Investment Firms ('BIPRU'). The methodology used for calculating capital is based upon the standardised approach defined within these sourcebooks for market risk and counterparty risk and the Basic Indicator Approach for Operational Risk.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its activities.

During the year the Group received two core Tier 1 capital injections from its parent totalling £70.3 million (2009: £111.8 million). No changes were made in the objectives, policies or processes from the previous year except for those required for compliance with the relevant aspects of Basel II.

The Group's regulated entities regulatory capital is analysed below:

	<b>2010</b>	2009
	<b>£ millions</b>	£ millions
Tier 1 Capital	464.2	354.1
Tier 2 Capital		-
Deductions	(1.3)	(2.1)
<b>Total capital resources</b>	462.9	352.0
<b>Total regulatory capital requirements (including interim Individual Capital Guidance)</b>	202.0	292.2
<b>Capital surplus</b>	260.9	59.8

Regulatory capital consists of Tier 1 capital, which comprises share capital, share premium, retained earnings and current year profit and losses. Certain adjustments are made to UK GAAP based results and reserves as prescribed by the Financial Services Authority.

### 33 SUBSIDIARY ENTITIES

#### A Entities controlled by the Company

Entities that are controlled by the Company where the Company has dominant influence through voting control or other considerations are summarised below:

	Nature	Country of incorporation	Equity 2010 %	Equity 2009 %
<b>Voting control companies</b>				
Mizuho International plc	Trading	UK	100%	-
Structured Credit America Ltd	Trading	UK	100%	-
Mizuho International (Nominees) Limited	Dormant	UK	100%	100%
<b>Special purpose companies</b>				
Capell Farm Finance Limited	Asset Finance	UK	N/A	
Delphinus CDO 2007-1 Limited	Securitisation	Cayman	N/A	

#### *Mizuho International plc*

Mizuho International plc is a voting control entity incorporated in the United Kingdom and registered in England and Wales. The Company has control over this entity through holding all of its issued voting share capital from 25<sup>th</sup> January 2010 (see note 33C for further details).

#### *Structured Credit America Ltd*

Structured Credit America Ltd is a voting control entity incorporated in the United Kingdom and registered in England and Wales on 5<sup>th</sup> February 2009. The Company has control over this entity through holding all of its issued voting share capital from 25<sup>th</sup> January 2010 (see on note 33C for further details).

#### *Capell Farm Finance Limited*

Capell Farm Finance Limited, is a special purpose company incorporated in the United Kingdom and registered in England and Wales during 2006. The Company has dominant influence over Capell Farm Finance Limited. Under the terms of a total return swap between Capell Farm Finance Limited and the Mizuho International plc, Capell has immaterial assets and liabilities.

#### *Delphinus CDO 2007-1 Limited*

Delphinus CDO 2007-1 Limited is a special purpose company arranged by the Group during 2007 to securitise primary and derivative financial instruments. The Group retained synthetic and funded notes issued by this entity. An event of default on 4<sup>th</sup> January 2008 triggered contractual arrangements that resulted in the Group being assessed to have dominant influence over this entity from this date.

## **B Entities de-consolidated during the financial period**

### *Tigris CDO 2007-1 Limited*

Tigris CDO 2007-1 Limited is a special purpose company arranged by the Company during 2007 to securitise primary financial instruments. Tigris CDO 2007-1 Limited accelerated and liquidated during the financial year.

### *Hoplon Trust*

Hoplon Trust is a special purpose company arranged by the Company during 2005 to intermediate asset finance transactions. Hoplon Trust was terminated during the financial year.

### *Big Horn Structured Funding CDO 2007-1 Limited*

Big Horn Structured Funding CDO 2007-1 Limited is a special purpose company arranged by the Company during 2007 to securitise primary and derivative financial instruments. Big Horn Structured Funding CDO 2007-1 Limited was accelerated and liquidated during the financial year.

## **C Business Combinations – group restructuring**

### **Group restructuring**

In line with the implementation of the business restructuring programme, the following restructuring to the Group entities was implemented during the financial year:

- Mizuho International plc transferred its Structured Credit Americas business into a separate legal entity: Structured Credit America Limited;
- A new holding company Mizuho Securities UK Holdings Ltd was set up;
- Mizuho International plc transferred its 100% shareholding in Structured Credit America Limited to Mizuho Securities UK Holdings Ltd;
- Mizuho Securities UK Holdings Ltd issued shares to its parent undertaking Mizuho Securities Co., Ltd. in exchange for all the issued share capital in Mizuho International plc.

These group restructuring transactions are accounted for under the merger accounting method in the consolidated financial statements. These transactions as described in further detail below.

### **Transfer of Structured Credit Americas business to Structured Credit America Ltd**

Mizuho International plc transferred its former US securitisation business (structured Credit Americas) to its then subsidiary entity: Structured Credit America Ltd, on 1<sup>st</sup> April 2009. The total fair value of the separable financial assets and financial liabilities transferred from Mizuho International plc's balance sheet represented a net liability of £15.7 million.

Mizuho International plc paid consideration of £28.3 million to Structured Credit America Ltd, being the estimated negative fair market value, inclusive of administrative costs, of this business.

This transfer transaction is eliminated on consolidation.

### **Transfer of Structured America Ltd shares to Mizuho Securities UK Holdings Ltd**

On 25<sup>th</sup> January 2010, Mizuho Securities UK Holdings Ltd acquired all the shares issued by Structured Credit America Ltd from Mizuho International plc. In accordance with the terms of the transfer agreement, Mizuho Securities UK Holdings Ltd acquired 18 million shares of nominal value GBP 1 each for cash consideration corresponding to the net asset value on a going concern basis of Structured Credit America Ltd, agreed at £ 21.5 million.

This transfer transaction is eliminated on consolidation.

### **Issue of shares by Mizuho Securities UK Holdings Ltd in exchange for shares in Mizuho International plc**

On 25<sup>th</sup> January 2010, Mizuho Securities UK Holdings Ltd acquired all the shares issued by Mizuho International plc from its parent undertaking Mizuho Securities Co., Ltd. in exchange for new shares in Mizuho Securities UK Holdings Ltd. In accordance with the terms of the transfer agreement, Mizuho Securities UK Holdings Ltd issued shares to Mizuho Securities Co., Ltd corresponding to the valuation of £459.9 million for Mizuho International plc as at 31<sup>st</sup> December 2009 on a consolidated basis and on a going concern basis.

#### **Other reserve**

The other reserve arising on consolidation by the Company on the issue of shares is analysed in the table below:

	Currency	Number	£ millions
<b>Mizuho International plc shares acquired</b>			
At 31 <sup>st</sup> March 2009	GBP	110,841,006	1,108.4
30 <sup>th</sup> April 2009	GBP	3,589,375	35.9
Share premium	GBP	-	15.6
		114,430,381	1,159.9
At 31 <sup>st</sup> March 2009	JPY	135,000,000	1,318.0
Shares acquired on 25 <sup>th</sup> January 2010			2,477.9
<b>Mizuho Securities UK Holdings Ltd shares issued</b>			
25 <sup>th</sup> January 2010	GBP	459,900,622	459.9
<b>Other reserve at 31<sup>st</sup> March 2010</b>			<b>2,018.0</b>

## 34 PARENT UNDERTAKINGS

Mizuho Securities UK Holdings Ltd is directly owned by Mizuho Securities Co., Ltd., a company which is incorporated in Japan.

The ultimate parent undertaking is Mizuho Financial Group, Inc., which is incorporated in Japan. The smallest and largest groups into which the financial statements of the Company are consolidated are Mizuho Securities Co., Ltd. and Mizuho Financial Group, Inc. respectively.

Copies of the group financial statements of Mizuho Securities Co., Ltd. can be obtained from:

Corporate Communications Department  
Mizuho Securities Co., Ltd.  
Otemachi First Square 1-5-1,  
Otemachi, Chiyoda-ku, Tokyo  
100-0004, JAPAN  
[http://www.mizuho-sc.com/english/ir/financial\\_results/ar/index.html](http://www.mizuho-sc.com/english/ir/financial_results/ar/index.html)

Copies of the group financial statements for Mizuho Financial Group, Inc. can be obtained from:

Corporate Communications  
Public Relations Office  
Mizuho Financial Group, Inc.  
Marunouchi 2-chome Building, 2-5-1  
Marunouchi, Chiyoda-ku, Tokyo  
100-8333, JAPAN  
<http://www.mizuho-fg.co.jp/english/investors/financial/annual/index.html>