Notice Concerning Stock Option (Share Acquisition Right)

We hereby announce that UFJ Holdings, Inc. (the “Company”) has resolved, at its board of directors’ meeting held on May 24, 2002, to submit a proposal asking for authorization to issue share acquisition rights, for the purpose of granting stock options to directors, executive officers, and employees of the Company and its subsidiaries pursuant to Article 280-20 and Article 280-21 of the Commercial Code at its general meeting of stockholders to be held on June 26, 2002.

1. Reason for Issuance of Share Acquisition Rights upon Especially Favorable Terms towards Persons other than the Shareholders

The Company will issue rights (“Share Acquisition Rights”) in order to enhance enthusiasm and raise morale for improving business performance of the Company and its subsidiaries and thereby contribute to increase the value of shareholders.

2. Persons to Whom Share Acquisition Rights Will be Allocated

Directors, executive officers and employees of the Company and its subsidiaries

3. Summary of Terms of Issuance of Share Acquisition Rights

(1) Class and Number of Shares to be Issued or Transferred upon Exercise of Share Acquisition Rights

Up to 20,000 shares of common stock of the Company.

If the Company splits or consolidates the shares, the number of shares to be issued or transferred upon exercise of each Share Acquisition Right shall be adjusted according to the following formula. However, such adjustment shall be made only to those shares with
respect to the Share Acquisition Rights remaining unexercised at the relevant time, and any fraction less than one (1) share arising as a result of such adjustment shall be discarded.

Number of shares after adjustment = Number of shares before adjustment × Ratio of split or consolidation

In addition, in the case of a merger, equity exchange, company split, or in other case similar thereto where an adjustment of the Number of shares shall be required, the Number of shares shall be appropriately adjusted by the board of directors.

(2) Total Number of Share Acquisition Rights to be Issued

Up to 20,000 (the number of shares to be issued or transferred upon exercise of one Share Acquisition Right shall be 1; provided, however, that in case the number of shares is adjusted pursuant to (1) above, such adjustment shall prevail.)

(3) Issue Price of Share Acquisition Rights

No consideration shall be paid.

(4) Amount to be Paid upon Exercise of Share Acquisition Rights

The amount to be paid upon exercise of each Share Acquisition Right is equal to the product of the amount to be paid per share (the “Exchange Price”) defined as follows and the number of shares upon exercise of one Share Acquisition Right in accordance with (2) above.

The Exchange Price shall be obtained by multiplying the average of the daily closing prices of common stock in the regular trading on the Tokyo Stock Exchange for thirty (30) consecutive trading days which begin from forty-five (45) trading days prior to the next day of the issue date of the Share Acquisition Rights by 1.05, and any fraction less than thousand yen resulting from such calculation shall be rounded up to the nearest thousand yen.

In the event that the amount resulting from the calculation above is less than the closing price of common stock of the Company at the Tokyo Stock Exchange on the immediately preceding trading day of the issue date (if there is no transaction made on that day, the closing price on the immediately preceding trading day), the relevant closing price shall be the Exercise Price.
If the Company splits or consolidates the shares, the amount to be paid shall be adjusted according to the following formula, and any fraction less than thousand yen resulting from such calculation shall be rounded up to the nearest thousand yen.

\[ \text{Exercise Price after adjustment} = \frac{\text{Exercise Price before adjustment}}{\text{Ratio of split or consolidation}} \]

In addition, in the case of a merger, equity exchange, company split, or in other case similar thereto where an adjustment of the Exercise Price shall be required, the Exercise Price shall be appropriately adjusted by the board of directors.

(5) Exercise Period of the Share Acquisition Rights

The exercise period will be sometime within the period from June 27, 2004 to June 26, 2012, which will be determined by the board of directors.

(6) Conditions of Exercise of Share Acquisition Rights

i. The grantee of the Share Acquisition Rights should be a director, an executive officer, a statutory auditor or an employee of the Company or its subsidiary at the time of the exercise of Share Acquisition Right. However, in the case of retirement by expiration of term, age limit retirement or other legitimate reasons, the above condition will not applicable.

ii. The heirs of the grantee of the Share Acquisition Rights may exercise the rights under the terms of the conditions determined by the board of directors pursuant to the provision provided for in iii below.

iii. Other conditions shall be determined by the board of directors.

(7) Events and Conditions of Cancellation of Share Acquisition Rights

i. Share Acquisition Rights may be cancelled without consideration upon approval by a general meeting of stockholders of an agendum on a merger agreement in which the Company is to be dissolved, and an agendum on a share exchange agreement or a share transfer by which the Company will become a wholly-owned subsidiary.

ii. The Company may cancel the Share Acquisition Rights without consideration if the
grantee of the Share Acquisition Rights becomes no longer qualified to exercise such rights pursuant to the provision provided for in i of (6) above.

(8) Restriction on Transfer of Share Acquisition Rights

Transfer of Share Acquisition Rights shall be subject to an approval of the board of directors.

(9) Details

Details of Share Acquisition Rights shall be determined by the board of directors.

(Note) Specific terms and conditions of issue and allotment of the Share Acquisition Rights shall be determined by a resolution at board of directors' meeting to be held within a year from the general meeting of Stockholders on condition that the agendum "Issue of Share Acquisition Rights as Stock Options" being approved at the general meeting of Stockholders scheduled to be held on June 26, 2002.

UFJ Holdings posted this News Release on this Web site, aiming to facilitate timely disclosure of information to its stockholders, investors, customers, etc.

This News Release may contain important information, defined in the Japanese Securities and Exchange Law, concerning the business of the Company. In case that a person who receives such information by viewing this Web site conducts any sale, purchase or other certain transactions designated under the Law in respect of stocks or other certain securities or instruments issued by the Company, until 12 hours pass from the time when such information was disclosed to the designated media, such conducts may be deemed to be violation of the Law.