UFJ Communicates Important Information to Shareholders

UFJ Holdings, Inc. (UFJ) today discloses the content of an open letter to shareholders that will be placed as an advertisement in The Nihon Keizai Shimbun, The Financial Times and The Wall Street Journal on 7 September 2004. Please refer to the enclosed letter.

As part of its commitment to shareholder value over the mid- to long-term, the Board of UFJ has been scrutinizing a number of important issues including the need for capital injection and management integration from a shareholder perspective. The Board wishes to inform shareholders of its intentions in respect of these issues.

The Board of UFJ will continue to inform shareholders in a timely manner of any information of important consideration for shareholder value.
Open Letter to Shareholders of UFJ Holdings, Inc., Common Stock

Dear shareholder,

As part of its commitment to shareholder value over the long term, the Board of UFJ Holdings, Inc., (UFJ) wishes to inform shareholders of its intentions in respect of a number of important issues.

Proposed management integration with Mitsubishi Tokyo Financial Group, Inc.
On 12 August 2004, the Board of Mitsubishi Tokyo Financial Group, Inc., (MTFG) and the Board of UFJ formally announced that they had concluded a basic agreement with regard to the management integration of the holding companies, commercial banks, trust banks, securities companies, etc., of the two groups.

The Board wishes to advise shareholders that it continues to believe that management integration with MTFG will create mid- and long-term shareholder value. UFJ and MTFG have established an integration committee and are discussing the integration details.

Proposed strengthening of capital
As part of the basic agreement for management integration, on 11 August 2004, MTFG agreed to provide monies to strengthen UFJ’s capital structure by the end of September 2004. Terms and conditions are now being discussed.

The Board of UFJ wishes to emphasize that it regards the certainty of a successful and timely completion of the strengthening of capital as being of utmost importance to the preservation of shareholder value.

Appointment of financial advisers
UFJ has appointed Merrill Lynch Japan Securities Co., Ltd. and J.P. Morgan Securities Asia Pte. Limited as its financial advisers, to provide independent advice on any proposals relating to management integration and the injection of capital.

Expression of interest by Sumitomo Mitsui Financial Group, Inc.
The Board is examining proposals made by any suitable third party, which might create shareholder value.

The Board of UFJ notes the proposals made by Sumitomo Mitsui Financial Group, Inc., (SMFG) regarding its expression of interest in pursuing management integration with UFJ, including an agreement to strengthen UFJ’s capital base.

The Board confirms that it is carefully examining SMFG’s proposal with its external advisers, including its financial advisers who are reviewing the proposal from a shareholders’ perspective. The Board undertakes to inform shareholders of its conclusions in due course.
Submission of the business improvement plan to the Japanese FSA
The Board of UFJ wishes to advise shareholders that it intends to submit its finalized business improvement plan, as stated in a press announcement on 28 July 2004, to the Japanese FSA in early September 2004. UFJ will inform shareholders of the plan details, in accordance with applicable laws and regulations.

Financial forecasts 2004
As reported on 6 August 2004, at the announcement of fiscal 2004 first quarter earnings, UFJ is reviewing its forecasts for the current fiscal year. If a revision is necessary, UFJ will inform shareholders immediately, in accordance with applicable laws and regulations.

The Board of UFJ will continue to inform shareholders in a timely manner of any information of important consideration for shareholder value, in accordance with applicable laws and regulations. The Board thanks shareholders for their support, understanding and interest in the company.

Ryosuke Tamakoshi
President and CEO
UFJ Holdings, Inc.