Reorganization of the Audit & Compliance Committee and Establishment of the Internal Audit Planning Office

UFJ Holdings, Inc. (UFJ Holdings) hereby gives a notice that UFJ Bank Limited (UFJ Bank), a wholly owned subsidiary of UFJ Holdings, Inc, fully reorganizes its Audit & Compliance Committee and establishes the Internal Audit Planning Office in the course of its measures to reform its corporate governance framework to restore confidence as quickly as possible.

1. Reorganization of the Audit & Compliance Committee

- UFJ Bank appointed two external directors today. These directors will supervise management in the board of directors and be appointed as the Chairperson and a member of the Audit & Compliance Committee which is fully reorganized with largely expanded authority.

- In order to rigidly ensure its independence, the committee consists of three external members, including one additional member appointed by the chairperson. Two of them are attorneys at law including a former Judge of the Supreme Court and one is a certified financial accountant.

- All authority to supervise and direct the internal auditing departments will be given to the committee.
• The committee, independent from management, will report on the status of UFJ Bank's risk management, compliance, and internal auditing to the board of directors as well as to the Financial Services Agency of Japan.

2. Establishment of the Internal Audit Planning Office

The newly established Internal Audit Planning Office will govern and supervise the Internal Audit Department as the executive office for the Audit and Compliance Committee. This department will be also in charge of internal audit planning.
**Roles and Authority of the Audit & Compliance Committee**

- All authority to supervise and direct the internal auditing departments will be given to the committee.
- The committee, independent from management, will report on the status of UFJ Bank’s risk management, compliance, and internal auditing to the board of directors as well as to the Financial Services Agency of Japan.
- The committee independently deliberates Disciplinary Committee’s proposals in order to secure rigid discipline when violation of laws and regulations is found.