

UFJ HOLDINGS INC /FI
Form 425
May 25, 2005

Filing under Rule 425 under the U.S. Securities Act of 1933

Filing by: Mitsubishi Tokyo Financial Group, Inc.

Subject Company: UFJ Holdings, Inc.

SEC File No. 333-123136

Mitsubishi Tokyo Financial Group, Inc.

UFJ Holdings, Inc.

The Bank of Tokyo-Mitsubishi, Ltd.

UFJ Bank Limited

The Mitsubishi Trust and Banking Corporation

UFJ Trust Bank Limited

Partial Changes to the Organizational Structure of the New Bank and the New Trust Bank

Tokyo, May 25, 2005 Mitsubishi Tokyo Financial Group, Inc. (MTFG; President and CEO: Nobuo Kuroyanagi), UFJ Holdings, Inc. (UFJ; President and CEO: Ryosuke Tamakoshi), The Bank of Tokyo-Mitsubishi, Ltd. (BTM; President: Nobuo Kuroyanagi), UFJ Bank Limited (UFJ Bank; President: Takamune Okihara), The Mitsubishi Trust and Banking Corporation (MTB; President: Haruya Uehara) and UFJ Trust Bank Limited (UFJ Trust Bank; President: Shintaro Yasuda) have been preparing for the two groups' management integration in October 2005, subject to the approval of their shareholders and relevant authorities, and have decided to partially change the organizational structure of the new bank and the new trust bank which was announced on April 20, 2005 as below.

1. New Bank

The new bank will newly establish or change the names of the following organizations in order to facilitate smooth transition of its customers and branch networks and to newly establish foreign exchange operations in the Chubu and Western Japan regions.

(1) Organizations to be newly established

Business Integration Support Office will be newly established in each of the Retail Banking Business Unit, Corporate Banking Business Unit and Operations & Systems Unit.

Nagoya International Operations Office will be newly established within Nagoya Corporate Banking Division No. 1.

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Osaka International Operations Office will be newly established within Osaka Corporate Banking Division No. 1.

(2) Name Change

The original Japanese name of Branch Consolidation Support Office of the Retail Banking Planning Division will be changed. However, its English name is unchanged.

Credit Quality Control Office of the Retail Credit Division will be changed to Retail Credit Quality Control Office .

The original Japanese name of Corporate Business Reorganization Office of the Corporate Business Planning Division will be changed. However, its English name is unchanged.

The revised organizational chart of the new bank is attached as Appendix 1.

2. New Trust Bank

- (1) The new trust bank will newly establish Integration Project Division in order to promote smooth integration of operations of the two trust banks, including transition of customers.

- (2) The new trust bank will newly establish Private Banking Business Division within the Retail Banking Business Unit in order to create a private banking business model that takes advantage of the various aspects of the trust business, concurrent business (inheritance related business, real estate business and corporate agency business) and banking business of the trust bank.

The revised organizational chart of the new trust bank is attached as Appendix 2.

(Contacts):

| | | |
|--|-------------------------------------|----------------|
| Mitsubishi Tokyo Financial Group, Inc. | Corporate Communications Office | (03-3240-9066) |
| UFJ Holdings, Inc. | Public Relations Department | (03-3212-5460) |
| The Bank of Tokyo-Mitsubishi, Ltd. | Public Relations Office | (03-3240-2950) |
| UFJ Bank Limited | Corporate Communications Department | (03-3212-5460) |
| The Mitsubishi Trust and Banking Corporation | Public Relations Section | (03-6214-6044) |
| UFJ Trust Bank Limited | Public Relations Office | (03-3218-0775) |

Mitsubishi Tokyo Financial Group, Inc.

UFJ Holdings, Inc.

General Managers and other Executives of the New Holding Company

TOKYO, May 25, 2005 Mitsubishi Tokyo Financial Group, Inc. and UFJ Holdings, Inc. are progressing their preparations for integration in October 2005 (subject to approval by their respective shareholders' meetings and the relevant regulatory authorities) and announced today the following planned general managers and other executives of the new holding company.

1. Corporate Center (as of October 1, 2005)

| <u>New Position</u> | <u>Name</u> | <u>Current Position</u> |
|---|-----------------|---|
| General Manager, Corporate Administration Division | Hideki Sonobe | General Manager, Corporate Administration Division, Mitsubishi Tokyo Financial Group, Inc. |
| Deputy General Manager, Corporate Administration Division | Keisuke Tahara | General Manager, General Affairs Department, Deputy General Manager, Secretariat UFJ Holdings, Inc. |
| General Manager, Corporate Planning Division | Takami Onodera | General Manager, Corporate Policy Division, Mitsubishi Tokyo Financial Group, Inc. |
| Executive Officer Co-General Manager, Corporate Planning Division | Ichiro Hamakawa | Executive Officer General Manager, Corporate Planning Department and Integration Planning Office UFJ Holdings, Inc. |
| Executive Officer Co-General Manager, Corporate Planning Division | Takashi Oyamada | Co-General Manager, Corporate Policy Division, Mitsubishi Tokyo Financial Group, Inc. |

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Co-General Manager,
Corporate Planning Division

Tadashi Kuroda

Deputy General Manager,
Group Planning Department,

General Manager,
Public Relations Division

Hideaki Fujizuka

UFJ Holdings, Inc.
Deputy General Manager,
Corporate Planning Division,
Mitsubishi Tokyo Financial Group, Inc.

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| | | |
|--|--------------------|---|
| General Manager, Financial Planning Division | Hiroyuki Nakagawa | General Manager, Financial Planning Department, Mitsubishi Tokyo Financial Group, Inc. |
| Executive Officer General Manager, Corporate Risk Management Division | Norio Kuroiwa | Executive Officer General Manager, Corporate Risk Management Division, Mitsubishi Tokyo Financial Group, Inc. |
| Deputy General Manager, Corporate Risk Management Division | Kenji Fujii | General Manager, Risk Management Department, UFJ Holdings, Inc. |
| Executive Officer General Manager, Credit & Investment Management Division | Junichi Ito | Executive Officer General Manager, Credit & Investment Managing Division, Mitsubishi Tokyo Financial Group, Inc. |
| Co-General Manager, Credit & Investment Management Division | Masafumi Inagi | Co-General Manager, Credit & Investment Managing Division, Mitsubishi Tokyo Financial Group, Inc. |
| General Manager, Compliance Division | Susumu Kawamata | General Manager, Compliance Department, UFJ Holdings, Inc. |
| Executive Officer General Manager, Internal Audit Division | Kazuhiro Shimanuki | Executive Officer General Manager, Internal Audit Department, UFJ Holdings, Inc. |

2. Integrated Retail Banking Business Group (as of October 1, 2005)

| <u>New Position</u> | <u>Name</u> | <u>Current Position</u> |
|--|--------------|---|
| Executive Officer General Manager, Retail Business Planning Division | Tetsuya Wada | Executive Officer General Manager, Retail Business Planning Division, |

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Deputy General Manager,
Retail Business Planning Division

Mikiyasu Hiroi

Integrated Retail Banking Business Group,
Mitsubishi Tokyo Financial Group, Inc.
General Manager,
Retail Banking Promotion Department,
UFJ Bank Limited

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| | | |
|---|----------------------|---|
| Executive Officer | Yoshitsugu Yokogoshi | General Manager, |
| General Manager, | | Public Relations Department |
| Retail Business Development Division | | UFJ Holdings, Inc. |
| Co-General Manager, | Akinori Takeshita | Co-General Manager, |
| Retail Business Development Division | | Investment Products Development Division, |
| | | Integrated Retail Banking Business Group, |
| | | Mitsubishi Tokyo Financial Group, Inc. |
| Co-General Manager, | Tsunehiro Fijisaka | Co-General Manager, |
| Retail Business Development Division, Tokyo | | Retail Business Development Division, |
| | | Integrated Retail Banking Business Group, |
| | | Mitsubishi Tokyo Financial Group, Inc. |
| Co-General Manager, | Keiichiro Kawafune | General Manager, |
| Retail Business Development Division, Tokyo | | Retail Banking Credit Administration |
| | | Department, |
| | | UFJ Bank Limited |
| Co-General Manager, | Nobuyuki Kunimatsu | Co-General Manager, |
| Retail Business Development Division, Tokyo | | Retail Business Development Division, |
| | | Integrated Retail Banking Business Group, |
| | | Mitsubishi Tokyo Financial Group, Inc. |
| Co-General Manager, | Toshiharu Matsuno | Co-General Manager, |
| Retail Business Development Division, Tokyo | | Retail Business Development Division, |
| | | Integrated Retail Banking Business Group, |
| | | Mitsubishi Tokyo Financial Group, Inc. |
| Co-General Manager, | Tadashi Sebata | Co-General Manager, |
| Retail Business Development Division, Tokyo | | Retail Business Development Division, |
| | | Integrated Retail Banking Business Group, |
| | | Mitsubishi Tokyo Financial Group, Inc. |
| Co-General Manager, | Toshiyuki Takahashi | Deputy General Manager, |
| Retail Business Development Division, Tokyo | | Retail Banking Promotion Department |
| | | (Tokyo), |
| | | UFJ Bank Limited |

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Co-General Manager,

Seiji Shiga

Retail Business Development Division, Nagoya

Co-General Manager,

Retail Business Development Division,

Integrated Retail Banking Business Group,

Mitsubishi Tokyo Financial Group, Inc.

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| | | |
|---|------------------|--|
| Co-General Manager, Retail Business Development Division, Nagoya | Kensei Shimoda | Head of Retail Banking for Kanayama Area, General Manager, Rokubancho Branch and Donko Branch, UFJ Bank Limited |
| Co-General Manager, Retail Business Development Division, Nagoya | Masahiko Yamada | Head of Retail Banking for Nagoya-Ekimae Area,, General Manager, Owari-Shinkawa Branch, UFJ Bank Limited |
| Co-General Manager, Retail Business Development Division, Osaka | Osamu Goshima | Deputy General Manager, Retail Banking Planning & Administration Department, UFJ Trust Bank Ltd. |
| Co-General Manager, Retail Business Development, Division, Osaka | Makoto Hashimoto | Head of Retail Banking for Keihan-Kyobashi, General Manager, Osaka- Kyobashi Branch and Morishoji Branch, UFJ Bank Limited |
| Co-General Manager, Retail Business Development Division, Osaka | Yasuo Nakazato | Co-General Manager, Retail Business Development Division, Integrated Retail Banking Business Group, Mitsubishi Tokyo Financial Group, Inc. |
| General Manager, Customer Satisfaction Planning Division | Fumio Yoshimatsu | Deputy General Manager, Retail Business Planning Division, Integrated Retail Banking Business Group, Mitsubishi Tokyo Financial Group, Inc. |
| General Manager, Retail Marketing Division | Takeo Tohara | Deputy General Manager, Human Resource Office Bank of Tokyo Mitsubishi |
| Co-General Manager, Retail Marketing Division | Gyosuke Kojima | The Mitsubishi Trust and Banking Co., On secondment to Mitsubishi Asset Management Co., Ltd. |

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General Manager,

Hiroyuki Yamanaka

General Manager,

Private Banking Planning Division

Corporate Owner Private Banking Division,

Integrated Retail Banking Business Group,

Mitsubishi Tokyo Financial Group, Inc.

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| | | |
|--|-------------------|---|
| Co-General Manager, Private Banking Planning Division | Tadafumi Takumi | Deputy General Manager, Retail Banking Planning & Administration Department, UFJ Trust Bank Ltd. |
| General Manager, Mortgage Business Planning Division | Takeharu Uchida | General Manager Mortgage Loan Promotion Department, UFJ Bank Ltd. |
| Executive Officer General Manager, Consumer Finance Planning Division | Mitsuo Imai | Executive Officer General Manager Retail Banking Planning & Administration Department, UFJ Bank Ltd. |
| Co-General Manager, Consumer Finance Planning Division | Yoshiya Tagasira | Co-General Manager, Retail Banking Planning & Administration Department (Tokyo), UFJ Bank Ltd. |
| Executive Officer General Manager, Retail Trust Business Planning Division | Yoshiyasu Ito | Executive Officer Sapporo Branch Manager, The Mitsubishi Trust and Banking Corporation |
| Executive Officer Responsible for Branches in the Chubu Area | Yoshiaki Masuda | Co-General Manager, Retail Business Development Division, Integrated Retail Banking Business Group, Mitsubishi Tokyo Financial Group, Inc. |
| Executive Officer Responsible for Branches in the Western region of Japan | Shigenobu Tokuoka | Executive Officer, General Manager, Nagoya-Ekimae Corporate Banking Office and Nagoya-Ekimae Branch, UFJ Bank Ltd. |

3. Integrated Corporate Banking Business Group (as of October 1, 2005)

| New Position | Name | Current Position |
|--------------|------|------------------|
|--------------|------|------------------|

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| | | |
|--|-------------------------|--|
| _____ Executive Officer | _____ Takashi Kimura | _____ Executive Officer |
| General Manager, Corporate Business Planning Division | | General Manager, Corporate Business Planning Division |
| Co-General Manager, Trust Business Planning Division | | Co-General Manager, Trust Business Planning Division, |
| | | Mitsubishi Tokyo Financial Group, Inc. |
| Co-General Manager, Corporate Business Planning Division | Hikaru Yamazaki | General Manager, Business Division NO. 2, |
| Co-General Manager, Asset Management and Administration Planning Division, | | The Mitsubishi Trust and Banking Corporation |
| Integrated Trust Assets Business Group | | |

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| | | |
|---|---------------------|--|
| Deputy General Manager, | Haruo Inoue | On secondment to JCB Co., Ltd. |
| Corporate Business Planning Division | | UFJ Bank Ltd. |
| Executive Officer | Toshiaki Kajiura | Executive Officer |
| General Manager, | | Trust Assets Operations Business Unit |
| Trust Business Planning Division | | Co-General Manager, |
| Co-General Manager, | | Trust Assets Planning Division, |
| Corporate Business Planning Division | | Mitsubishi Tokyo Financial Group, Inc. |
| Co-General Manager, | | |
| Corporate Business Development Division 1 | | |
| Executive Officer | Toshikazu Nakanishi | Senior Executive Officer |
| Co-General Manager, | | UFJ Trust Bank Ltd. |
| Trust Business Planning Division | | |
| Co-General Manager, | Masahiro Fuse | General Manager, |
| Trust Business Planning Division | | Real Estate Department |
| | | UFJ Trust Bank Ltd. |
| Executive Officer | Takashi Morisaki | General Manager, |
| General Manager, | | Corporate Business Planning Division, |
| Investment Banking Planning Division | | Integrated Corporate Business Banking Group, |
| | | Mitsubishi Tokyo Financial Group, Inc. |
| Deputy General Manager, | Noriyuki Fukuda | General Manager, |
| Investment Banking Planning Division | | Planning & Administration Department, |
| | | UFJ Bank Ltd. |
| Executive Officer | Yukiharu Kihou | Executive Officer |
| General Manager, | | General Manager, |
| Corporate Business Development Division No. 1 | | Corporate Business Development Division No. 1, |
| | | Integrated Corporate Business Banking Group, |
| | | Mitsubishi Tokyo Financial Group, Inc. |
| Executive Officer | Yukihiro Ito | Executive Officer |

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General Manager,

Corporate Business Development Division No. 2

General Manager,

Corporate Banking Promotion Department
(Tokyo)

General Manager,

Small & Medium Corporate Banking
Promotion Office,

UFJ Bank Ltd.

| | | |
|--|-----------------|--|
| Executive Officer, General Manager, Global Planning Division | Akira Kamiya | Co-General Manager, Corporate Business Planning Division, Integrated Corporate Banking Business Group, Mitsubishi Tokyo Financial Group, Inc. |
| Deputy General Manager, Global Planning Division | Ichiro Kajiwara | General Manager of Commercial Banking Office, Planning & Administration Department UFJ Bank Ltd. |

4. Integrated Trust Assets Business Group (as of October 1, 2005)

| <u>New Position</u> | <u>Name</u> | <u>Current Position</u> |
|--|------------------|--|
| Executive Officer General Manager, Asset Management and Administration Planning Division | Kaoru Wachi | General Manager, Asset Management and Administration Planning Division, Integrated Trust Assets Business Group Mitsubishi Tokyo Financial Group Inc. |
| Co-General Manager, Asset Management and Administration Planning Division | Hiroya Saijo | General Manager, Pension Fund Management Division, The Mitsubishi Trust and Banking Corporation |
| Executive Officer Co-General Manager, Asset Management and Administration Planning Division | Tomoo Masuda | Executive Officer General Manager, Trust Assets Planning Division, UFJ Trust Bank Ltd. |
| Co-General Manager, Asset Management and Administration Planning Division | Hidefumi Yamaoka | Co-General Manager, Asset Management and Administration Planning Division, Integrated Trust Assets Business Group Mitsubishi Tokyo Financial Group, Inc. |

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(Contacts:)

Mitsubishi Tokyo Financial Group, Inc. Corporate Communications Office (03-3240-9059) UFJ Holdings, Inc. Public Relations Department
(03-3212-5460)

Filings with the U.S. SEC

Mitsubishi Tokyo Financial Group, Inc. (MTFG) filed a registration statement on Form F-4 (Form F-4) with the U.S. SEC in connection with the proposed management integration of UFJ Holdings, Inc. (UFJ) with MTFG. The Form F-4 contains a prospectus and other documents. UFJ plans to mail the prospectus contained in the Form F-4 to its U.S. shareholders prior to the shareholders meeting at which the proposed business combination will be voted upon. The Form F-4 and prospectus contains important information about MTFG, UFJ, management integration and related matters. **U.S. shareholders of UFJ are urged to read the Form F-4, the prospectus and the other documents that are filed with the U.S. SEC in connection with the management integration carefully before they make any decision at the UFJ shareholders meeting with respect to the proposed business combination.** The Form F-4, the prospectus and all other documents filed with the U.S. SEC in connection with the management integration will be available when filed, free of charge, on the U.S. SEC's web site at www.sec.gov. In addition, the prospectus and all other documents filed with the U.S. SEC in connection with the management integration will be made available to shareholders, free of charge, by calling, writing or e-mailing:

MTFG CONTACT:

Mr. Hirotsugu Hayashi

26F Marunouchi Bldg., 4-1 Marunouchi 2-chome,

Chiyoda-ku Tokyo 100-6326 Japan

81-3-3240-9066

Hirotsugu_Hayashi@mtfg.co.jp

UFJ CONTACT:

Mr. Shiro Ikushima

1-1 Otemachi 1-chome, Chiyoda-ku Tokyo

100-8114 Japan

81-3-3212-5458

shiro_ikushima@ufj.co.jp

In addition to the Form F-4, the prospectus and the other documents filed with the U.S. SEC in connection with the management integration, MTFG is obligated to file annual reports with, and submit other information to, the U.S. SEC. You may read and copy any reports and other information filed with, or submitted to, the U.S. SEC at the U.S. SEC's public reference rooms at 450 Fifth Street, N.W., Washington, D.C. 20549 or at the other public reference rooms in New York, New York and Chicago, Illinois. Please call the U.S. SEC at 1-800-SEC-0330 for further information on public reference rooms. Filings with the U.S. SEC also are available to the public from commercial document-retrieval services and at the web site maintained by the U.S. SEC at www.sec.gov.

Forward-Looking Statements

This communication contains forward-looking information and statements about MTFG, UFJ and their combined businesses after completion of the management integration. Forward-looking statements are statements that are not historical facts. These statements include financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, products and services, and statements regarding future performance. Forward-looking statements are generally identified by the words expect, anticipates, believes, intends, estimates and similar expressions. Although MTFG's and UFJ's management believe that the expectations reflected in such forward-looking statements are reasonable, investors and holders of UFJ securities are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of MTFG and UFJ, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include those discussed or identified in the public filings with the SEC and the local filings made by MTFG and UFJ, including those listed under Cautionary Statement Concerning Forward-Looking Statements and Risk Factors in the prospectus included in the registration statement on Form F-4 that MTFG filed with the U.S. SEC. Other than as required by applicable law, MTFG and UFJ do not undertake any obligation to update or revise any forward-looking information or statements.