

UFJ HOLDINGS INC /FI  
Form 425  
February 18, 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.

MTFG SEC File No. 1-10277

Mitsubishi Tokyo Financial Group, Inc.

The Bank of Tokyo-Mitsubishi, Ltd.

The Mitsubishi Trust and Banking Corporation

Mitsubishi Securities Co., Ltd.

**Decision by Mitsubishi Tokyo Financial Group, Inc. to make**

**Mitsubishi Securities Co., Ltd. a Directly-Held Subsidiary**

**Tokyo, February 18, 2005** Mitsubishi Tokyo Financial Group, Inc. (MTFG; President and CEO: Nobuo Kuroyanagi) today decided to make the core securities company of the group, Mitsubishi Securities Co., Ltd. (Mitsubishi Securities; President: Koichi Kane), a directly-held subsidiary by acquiring all of the shares of Mitsubishi Securities common stock currently held by The Bank of Tokyo-Mitsubishi, Ltd. (BTM; President: Nobuo Kuroyanagi) and The Mitsubishi Trust and Banking Corporation (MTB; President: Haruya Uehara). The transaction is subject to the approval of the relevant regulators.

**1. Purpose of Transaction**

As MTFG proceeds with the proposed management integration with the UFJ group scheduled for October 2005, Mitsubishi Securities is also planning to merge with UFJ Tsubasa Securities Co., Ltd. (UFJ Tsubasa Securities; President: Kimisuke Fujimoto) subject to the approval by the shareholders and the relevant authorities.

Mitsubishi Securities is currently the securities subsidiary of BTM, which in turn is a subsidiary of MTFG. In view of the management integration, MTFG has reconsidered the form of its investment in Mitsubishi Securities taking into account that UFJ Tsubasa Securities is a directly-held subsidiary of UFJ Holdings, Inc. (UFJ Holdings). The new group plans to position Mitsubishi Securities along with the bank and trust bank subsidiaries, as a core company by making it a directly-held subsidiary of MTFG.

**2. Timing to make Mitsubishi Securities a Directly-Held Subsidiary of MTFG**

MTFG plans to acquire all of the shares of Mitsubishi Securities common stock currently held by BTM and MTB (representing 56.9% of the voting rights) on July 1, 2005.

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(Reference) As of September 30, 2004

Number of shares held by BTM: 246,969,978 shares

Number of shares held by MTB: 17,244,153 shares

**Contacts:**

|  |                                 |                |
|--|---------------------------------|----------------|
| Mitsubishi Tokyo Financial Group, Inc.       | Corporate Communications Office | (03-3240-9059) |
| The Bank of Tokyo-Mitsubishi, Ltd.           | Public Relations Office         | (03-3240-2950) |
| The Mitsubishi Trust and Banking Corporation | Public Relations Section        | (03-6214-6044) |
| Mitsubishi Securities Co., Ltd.              | Public Relations Office         | (03-6213-6124) |

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**Filings with the U.S. SEC**

Mitsubishi Tokyo Financial Group, Inc. ( MTFG ) may file 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 (if filed) will contain a prospectus and other documents. If a Form F-4 is filed and declared effective, 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 (if filed) and prospectus will contain 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 may be 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 (if filed), 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](http://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:

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In addition to the Form F-4 (if filed), 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](http://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 may file 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.