

(TRANSLATION)

June 25, 2004

To: Shareholders:

Ryosuke Tamakoshi, President and CEO
UFJ Holdings, Inc.
5-6, Fushimimachi 3-chome, Chuo-ku, Osaka-shi

**NOTICE OF RESOLUTIONS OF
THE THIRD ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Please be informed that the following matters were reported or resolved at the third ordinary general meeting of shareholders of UFJ Holdings Inc. (the “Company”) held today.

Matters reported: Matters concerning the business report, the balance sheet, and the profit and loss statement for the third fiscal year (from 1st April 2003 to 31st March 2004)

The contents of the above mentioned financial documents were reported.

Matters resolved:

Agenda Item No. 1: Matters concerning the approval of the plan for disposition of profits for the third fiscal year

This item has been resolved and approved in accordance with the original proposal.

To our regret, it was resolved that the Company shall not pay any dividends of ordinary shares for this fiscal year.

Additionally, it was resolved that dividends of each class of preferred shares for this fiscal year shall be in the predetermined amount per share.

Agenda Item No. 2: Matters concerning partial amendment to the Articles of Incorporation

Following the introduction of the “Law for Partial Amendments to the Commercial Code of Japan and to the Law for Special Exceptions to the Commercial Code of Japan concerning Audit, etc. of *Kabushiki kaisha*” (Law No. 132 of 2003), it became possible to acquire the company’s treasury stocks upon a resolution of the Board of Directors in accordance with the provisions of the Articles of Incorporation. In accordance therewith, this item intended to newly establish the necessary provisions in order to realize the implementation of the mobile plan to strengthen our capital base.

Also, following the introduction of the “Law for Partial Amendments to the Commercial Code, etc. of Japan” (Law No. 128 of 2001), it became possible to prescribe the contents of the voting rights of preferred shares in the Articles of Incorporation. In accordance therewith, this item intended to make amendments to reflect such.

In addition, in accordance with the conversion of preferred shares into ordinary shares, this item intended to make the necessary amendments.

This item has been resolved and approved in accordance with the original proposal.

The amendments are set forth below.

(Changes are indicated by underlines)

Articles of Incorporation Before Amendment	Articles of Incorporation after Amendment																																								
<p style="text-align: center;">CHAPTER II</p> <p style="text-align: center;">SHARES</p> <p>Article 5. <i>(Total Number of Shares)</i></p> <p>The total number of shares authorized to be issued by the Company shall be <u>20,156,579</u> shares, the details of which shall be as set forth below; provided, however, that in case cancellation of ordinary shares or cancellation or conversion of preferred shares into ordinary shares is made, the number of shares authorized to be issued shall be reduced by the number of shares so cancelled or converted:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 60%;">Ordinary shares:</td> <td style="text-align: right;">18,000,000 shares</td> </tr> <tr> <td>Class I preferred shares:</td> <td style="text-align: right;"><u>14,069</u> shares</td> </tr> <tr> <td>Class II preferred shares:</td> <td style="text-align: right;">200,000 shares</td> </tr> <tr> <td>Class III preferred shares:</td> <td style="text-align: right;"><u>33,487</u> shares</td> </tr> <tr> <td>Class IV preferred shares:</td> <td style="text-align: right;">150,000 shares</td> </tr> <tr> <td>Class V preferred shares:</td> <td style="text-align: right;">150,000 shares</td> </tr> <tr> <td>Class VI preferred shares:</td> <td style="text-align: right;"><u>9,023</u> shares</td> </tr> <tr> <td>Class VII preferred shares:</td> <td style="text-align: right;">200,000 shares</td> </tr> <tr> <td>Class VIII preferred shares:</td> <td style="text-align: right;">700,000 shares</td> </tr> <tr> <td>Class IX preferred shares:</td> <td style="text-align: right;">700,000 shares</td> </tr> </table> <p>Article 6.</p>	Ordinary shares:	18,000,000 shares	Class I preferred shares:	<u>14,069</u> shares	Class II preferred shares:	200,000 shares	Class III preferred shares:	<u>33,487</u> shares	Class IV preferred shares:	150,000 shares	Class V preferred shares:	150,000 shares	Class VI preferred shares:	<u>9,023</u> shares	Class VII preferred shares:	200,000 shares	Class VIII preferred shares:	700,000 shares	Class IX preferred shares:	700,000 shares	<p style="text-align: center;">CHAPTER II</p> <p style="text-align: center;">SHARES</p> <p>Article 5. <i>(Total Number of Shares)</i></p> <p>The total number of shares authorized to be issued by the Company shall be <u>20,131,539</u> shares, the details of which shall be as set forth below; provided, however, that in case cancellation of ordinary shares or cancellation or conversion of preferred shares into ordinary shares is made, the number of shares authorized to be issued shall be reduced by the number of shares so cancelled or converted:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 60%;">Ordinary shares:</td> <td style="text-align: right;">18,000,000 shares</td> </tr> <tr> <td>Class I preferred shares:</td> <td style="text-align: right;"><u>13,542</u> shares</td> </tr> <tr> <td>Class II preferred shares:</td> <td style="text-align: right;">200,000 shares</td> </tr> <tr> <td>Class III preferred shares:</td> <td style="text-align: right;"><u>16,989</u> shares</td> </tr> <tr> <td>Class IV preferred shares:</td> <td style="text-align: right;">150,000 shares</td> </tr> <tr> <td>Class V preferred shares:</td> <td style="text-align: right;">150,000 shares</td> </tr> <tr> <td>Class VI preferred shares:</td> <td style="text-align: right;"><u>1,008</u> shares</td> </tr> <tr> <td>Class VII preferred shares:</td> <td style="text-align: right;">200,000 shares</td> </tr> <tr> <td>Class VIII preferred shares:</td> <td style="text-align: right;">700,000 shares</td> </tr> <tr> <td>Class IX preferred shares:</td> <td style="text-align: right;">700,000 shares</td> </tr> </table> <p>Article 6. <i>(Acquisition of the Treasury Stocks)</i></p>	Ordinary shares:	18,000,000 shares	Class I preferred shares:	<u>13,542</u> shares	Class II preferred shares:	200,000 shares	Class III preferred shares:	<u>16,989</u> shares	Class IV preferred shares:	150,000 shares	Class V preferred shares:	150,000 shares	Class VI preferred shares:	<u>1,008</u> shares	Class VII preferred shares:	200,000 shares	Class VIII preferred shares:	700,000 shares	Class IX preferred shares:	700,000 shares
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<p data-bbox="220 309 316 336"><u>Deleted.</u></p> <p data-bbox="416 548 592 575" style="text-align: center;">CHAPTER III</p> <p data-bbox="363 645 639 672" style="text-align: center;">PREFERRED SHARES</p> <p data-bbox="220 741 576 768">Article 16. <i>(Voting Rights)</i></p> <p data-bbox="220 837 783 958"> <u>Unless otherwise provided for by laws or regulations,</u> Preferred Shareholders shall not have voting rights at general meetings of shareholders. </p>	<p data-bbox="812 309 1375 481"> <u>The Company may purchase its own shares upon a resolution of the Board of Directors pursuant to the provisions of Article 211-3, Paragraph 1, Item 2 of the Commercial Code.</u> </p> <p data-bbox="1007 548 1182 575" style="text-align: center;">CHAPTER III</p> <p data-bbox="954 645 1230 672" style="text-align: center;">PREFERRED SHARES</p> <p data-bbox="812 741 1168 768">Article 16. <i>(Voting Rights)</i></p> <p data-bbox="812 837 1375 1386"> Preferred Shareholders shall not have voting rights at general meetings of shareholders; <u>provided, however, that, Preferred Shareholders shall have voting rights as from the ordinary general meeting of shareholders if the agendum that the Company shall pay the Preferred Share Dividends to such Preferred Shareholders is not submitted thereat, or the close of the ordinary general meeting of shareholders if such agendum is rejected thereat, until it is resolved that the Company shall pay the Preferred Share Dividends to such Preferred Shareholders.</u> </p>

Agenda Item No. 3: Matters concerning election of seven (7) Directors

This item has been resolved and approved in accordance with the original proposal.

Mr. Hiroshi Hamada, Mr. Shosaku Yasui and Mr. Toshihide Mizuno were re-elected to assume the office of Directors. Mr. Iwao Okijima, Mr. Ryosuke Tamakoshi, Mr. Takamune Okihara and Mr. Shintaro Yasuda were newly elected to assume the office of Directors.

Please note that Mr. Iwao Okijima, Mr. Hiroshi Hamada and Mr. Shosaku Yasui are outside directors as prescribed in Article 188, Paragraph 2, Item 7-2 of the Commercial Code of Japan.