

MITSUBISHI TOKYO FINANCIAL GROUP INC

Form 6-K

April 20, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 6-K**

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**Report of Foreign Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

For the month of April, 2005

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**MITSUBISHI TOKYO FINANCIAL GROUP, INC.**

(Translation of registrant's name into English)

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**4 -1, Marunouchi 2-chome, Chiyoda-ku**

**Tokyo 100-6326, Japan**

(Address of principal executive offices)

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[Indicate by check mark whether the registrant files or  
will file annual reports under cover Form 20-F or Form 40-F.]

Form 20-F  Form 40-F

[Indicate by check mark whether the registrant by furnishing the information  
contained in this Form is also thereby furnishing the information to the Commission  
pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.]

Yes  No

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 20, 2005

MITSUBISHI TOKYO FINANCIAL GROUP, INC.

By: /S/ Ryutaro Kusama

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Name: Ryutaro Kusama

Title: Chief Manager, General Affairs

Corporate Administration Division

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

Mitsubishi Securities Co., Ltd.

UFJ Tsubasa Securities Co., Ltd.

### **Corporate Governance and Organizational Structure of the New Group**

**Tokyo, April 20, 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), UFJ Trust Bank Limited (UFJ Trust Bank; President: Shintaro Yasuda), Mitsubishi Securities Co., Ltd. (Mitsubishi Securities; President: Koichi Kane) and UFJ Tsubasa Securities Co., Ltd. (UFJ Tsubasa Securities; President: Kimisuke Fujimoto), have been preparing for the two group's management integration in October 2005, subject to the approval of their shareholders and relevant authorities, and have agreed on establishing the following corporate governance and organizational structure for the new group.

#### **1. Corporate Governance Structure**

(1) Corporate Governance Structure of the New Holding Company (Please see Appendix 1)

The new holding company will establish a more stable and effective corporate governance system with both directors and corporate auditors, while enhancing various outsiders' viewpoints and introducing a voluntary committee system. The holding company will enhance management transparency and accountability to its shareholders through three outsiders' viewpoints. The first outsider's viewpoint will be that three (majority) of the corporate auditors will be outside auditors. The second outsider's viewpoint will be that by appointing four outside directors, more than 30% of the board members (directors and corporate auditors) will be outsiders. The outside directors will be given an enhanced role in the holding company's management by serving as the chairs of board committees comprised mainly of outside members, such as the internal audit and compliance committee, the nomination committee and remuneration committee, to be established under the board of directors. The third outsider's viewpoint will be that the new holding company will also establish an advisory board comprised of outside experts. The advisory board will provide expert advice on important management issues, including the holding company's business strategies and financial plan.

In particular, the internal audit and compliance committee will receive reports from the Internal Audit Unit, deliberate important matters relating to internal audit and compliance and propose necessary improvement measures to the board of directors. This is intended to ensure sufficient independence of the Internal Audit Unit from business operations of the company. The holding company also aims to enhance the effectiveness of internal audits conducted by corporate auditors and continuously improve the internal audit function by enhancing the coordination between corporate auditors and the Internal Audit Unit through the internal audit and compliance committee.



The new holding company will also aim to develop its group-wide corporate governance structure that is appropriate for a premier global comprehensive financial group by implementing group-wide risk management and internal audit systems, promoting coordination among the group companies' internal audit units and sending senior management to its major subsidiaries.

**<Outline of Internal Audit and Compliance Committee, Nomination Committee and Remuneration Committee of the New Holding Company>**

	<b>Internal Audit and Compliance Committee</b>	<b>Nomination Committee</b>	<b>Remuneration Committee</b>
<b>Functions</b>	Committees are organized under the board of directors.		
	Report and make proposals to the board of directors regarding the details of deliberations.		
<b>Chairman</b>	Hiroshi Hamada	Ryotaro Kaneko	Takuma Otoshi
	Senior Advisor	President	President
	Ricoh Company, Ltd.	Meiji Yasuda Life Insurance Company	IBM Japan, Ltd.
<b>Structure</b>	Majority of the committee members will be outside members comprising of outside directors and specialists.	Majority of the committee members will be outside members comprising of outside directors.	Majority of the committee member will be outside members comprising of outside directors.
<b>Entities subject to committee's deliberations</b>	Holding company and subsidiary bank, trust bank and securities company	Holding company and subsidiary bank and trust bank	
<b>Details of deliberations</b>	Internal audit and compliance related matters will be discussed. The status of internal audit and necessary improvement measures will be reported and proposed to the board of directors of the holding company.	Deliberations will be made on matters relating to the appointment and dismissal of directors and reports and proposals will be made to the board of directors of the holding company.	Deliberations will be made on matters relating to the remuneration of directors and reports and proposals will be made to the board of directors of the holding company.

**(2) Governance of the group's bank, trust bank and securities company (Please refer to Appendix 1-2)**

An internal audit and compliance committee which is comprised of a majority of outside members will be established for each of the group's bank, trust bank and securities company. By deliberating the matters relating to internal audit and compliance, the combined group will strive to enhance the transparency of the management.

As for the bank, we aim to establish a sophisticated compliance and information security management structure and deal with related issues appropriately. A compliance panel and an information security panel will be set up as specialist panels for the internal audit and compliance committee. Deliberations on the matters relating to each area will be made.

**<Chairmen of Internal Audit and Compliance Committees for bank, trust bank and securities company>**

	<u>Bank</u>	<u>Trust Bank</u>	<u>Securities Company</u>
Chairman	Teruo Ozaki	Tadao Takashima	Naoteru Miyato
	Certified Public Accountant	Certified Public Accountant	President
	Teruo Ozaki & Co.		T&D Holdings, Inc.

**2. Organizational Structure**

The new combined group aims to provide customer-focused services and establish an integrated organizational structure to offer timely, value-added financial products and services as a group, to each customer segment going beyond the boundaries of existing business entities. In addition, the combined group will also strive to establish risk management and internal control functions appropriate for a financial group that is aiming to become a Global Top 5 financial institution. In order to achieve this, we have decided on the organizations of the new holding company and the affiliated bank, trust bank and securities company as described in Appendices 3 to 6.

**(1) Common aim of the new group**

**<sup>2</sup> To establish a system to respond to various financial needs of customers comprehensively and flexibly.**

Ø We aim to have an organization according to each customer segment at each of the bank, trust bank and securities company. Under the Integrated Business Group to be set up at the holding company, we will strive to make the organizational structure of each business entity as similar as possible and establish a structure to promote the group's strategy further as a whole.

**<sup>2</sup> To establish a sophisticated internal control system that can appropriately control the comprehensive financial group with the world's largest asset base and various group companies under its umbrella.**

Ø As a company listed on the New York Stock Exchange, we will establish a system that implements sophisticated risk management and has internal control functions that complies with the U.S. Sarbanes-Oxley Act and SEC standards. We will also strive to establish an independent and sophisticated internal audit system in order to strengthen our corporate governance.

**<sup>2</sup> To establish a streamlined organizational structure to improve management efficiency and enable prompt decision making as a group.**

Ø We intend to eliminate the duplication of functions between the holding company and the group companies and to implement an efficient organizational structure which is well balanced between the holding company and the group companies.



**(2) Characteristics of each business category**

**[New Holding Company]**

With respect to the three main businesses (retail, corporate and trust assets business), under close co-operation of the subsidiary bank, trust bank and securities company, we will strive to establish an integrated strategy, according to each customer segment, and establish an Integrated Business Group to promote business as a group.

**[New Bank]**

We aim to establish a market-based organizational structure according to each customer segment, taking into account the holding company's integrated business group systems. A business unit system will be introduced to promote a decentralized management system where more responsibilities and decision-making authority will be given to each business unit.

We aim to establish head office functions such as service supply and credit analysis functions in Nagoya and Osaka to respond to the needs of customers in each area and provide a community-based business management system.

**[New Trust Bank]**

With respect to retail and corporate banking businesses, a business unit system will be introduced according to each customer segment. A business unit system will also be introduced to operations specific to the trust business area in order to strengthen the professionalism and clarify business responsibilities in this area.

**[New Securities Company]**

We aim to establish a business promotion system to provide sophisticated products and services according to each customer segment and will establish a head office system in front operations in order to clarify business responsibilities in each business areas.

(Contacts:)

Mitsubishi Tokyo Financial Group, Inc.	Corporate Communications Office	(03-3240-9059)
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)

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UFJ Trust Bank Limited  
Mitsubishi Securities Co., Ltd.  
UFJ Tsubasa Securities Co., Ltd.

Public Relations Office  
Public Relations Office  
Public Relations Department

(03-3218-0775)  
(03-6213-6124)  
(03-5222-8355)

Corporate Governance Structure of the New Holding Company and the New Bank

Corporate Governance Structure of the New Trust Bank

Corporate Governance Structure of the New Securities Company

Organizational Chart of the New Holding Company

Organizational Chart of the New Bank (1)

Organizational Chart of the New Bank (2)

Organizational Chart of the New Trust Bank (1)



Organizational Chart of the New Trust Bank (2)

Organizational Chart of the New Securities Company (1)

Organizational Chart of the New Securities Company (2)

## 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. After the Form F-4 is 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 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](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:

### MTFG CONTACT:

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Chiyoda-ku Tokyo 100-6326 Japan

81-3-3240-9059

[Hirotsugu\\_Hayashi@mtfg.co.jp](mailto: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](mailto: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](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 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.