

MITSUBISHI UFJ FINANCIAL GROUP INC

Form 20-F

July 14, 2017

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As filed with the Securities and Exchange Commission on July 14, 2017

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

WASHINGTON, D.C. 20549

**FORM 20-F**

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended March 31, 2017**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from            to**

**OR**

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report

Commission file number 000-54189

**KABUSHIKI KAISHA MITSUBISHI UFJ FINANCIAL GROUP**

(Exact name of Registrant as specified in its charter)

**MITSUBISHI UFJ FINANCIAL GROUP, INC.**

(Translation of Registrant's name into English)

Japan

(Jurisdiction of incorporation or organization)

7-1, Marunouchi 2-chome

Chiyoda-ku, Tokyo 100-8330

Japan

(Address of principal executive offices)

Kazutaka Yoneda, +81-3-3240-8111, +81-3-3240-7073, same address as above

(Name, Telephone, Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common stock, without par value	New York Stock Exchange <sup>(1)</sup>
American depositary shares, each of which represents one share of common stock	New York Stock Exchange

(1) The listing of the registrant's common stock on the New York Stock Exchange is for technical purposes only and without trading privileges.  
Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

As of March 31, 2017, 14,168,853,820 shares of common stock (including 739,564,216 shares of common stock held by the registrant and its consolidated subsidiaries as treasury stock)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

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Yes No

Note Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of large accelerated filer, accelerated filer, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Emerging growth company  
If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

The term new or revised financial accounting standard refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued Other

by the International Accounting Standards Board

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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For purposes of this Annual Report, we have presented our consolidated financial statements in accordance with accounting principles generally accepted in the United States, or U.S. GAAP, except for risk-adjusted capital ratios, capital components, risk-weighted assets, business segment financial information and some other specifically identified information. Unless otherwise stated or the context otherwise requires, all amounts in our financial statements are expressed in Japanese yen.

In this Annual Report, unless otherwise indicated or the context otherwise requires, all figures are rounded to the figures shown except for the capital ratios, capital components, risk-weighted assets, leverage ratios and liquidity coverage ratios of MUFG and its domestic subsidiaries, which are rounded down and truncated to the figures shown. In some cases, figures presented in tables are adjusted to match the sum of the figures with the total amount, and such figures are also referred to in the related text.

When we refer in this Annual Report to MUFG, we, us, our and the Group, we generally mean Mitsubishi UFJ Financial Group, Inc. and its consolidated subsidiaries, but from time to time as the context requires, we mean Mitsubishi UFJ Financial Group, Inc. as an individual legal entity. In addition, our commercial banking subsidiaries refers to The Bank of Tokyo-Mitsubishi UFJ, Ltd., or BTMU, and, as the context requires, its consolidated subsidiaries engaged in the commercial banking business. Our trust banking subsidiaries refers to Mitsubishi UFJ Trust and Banking Corporation, or MUTB, and, as the context requires, its consolidated subsidiaries engaged in the trust banking business. Our banking subsidiaries refers to BTMU and MUTB and, as the context requires, their respective consolidated subsidiaries engaged in the banking

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business. Our securities subsidiaries refers to Mitsubishi UFJ Securities Holdings Co., Ltd., or MUSHD, and as the context requires, its consolidated subsidiaries engaged in the securities business.

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References to MUAH and MUB are to MUFG Americas Holdings Corporation and MUFG Union Bank, N.A., as single entities, respectively, as well as to MUAH and MUB and their respective consolidated subsidiaries, as the context requires.

References to Krungsri are to Bank of Ayudhya Public Company Limited, as a single entity, as well as to Krungsri and its respective consolidated subsidiaries, as the context requires.

References to the FSA are to the Financial Services Agency, an agency of the Cabinet Office of Japan.

References in this Annual Report to yen or ¥ are to Japanese yen, references to U.S. dollars, U.S. dollar, dollars, U.S.\$ or \$ are to United States dollars, and references to euro or € are to the currency of the member states of the European Monetary Union.

Our fiscal year ends on March 31 of each year. References to years not specified as being fiscal years are to calendar years.

We usually hold the annual ordinary general meeting of shareholders of Mitsubishi UFJ Financial Group, Inc. in June of each year in Tokyo.

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**Forward-Looking Statements**

We may from time to time make written or oral forward-looking statements. Written forward-looking statements may appear in documents filed with, or submitted to, the U.S. Securities and Exchange Commission, or SEC, including this Annual Report, and other reports to shareholders and other communications.

The U.S. Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking information to encourage companies to provide prospective information about themselves. We rely on this safe harbor in making these forward-looking statements.

Forward-looking statements appear in a number of places in this Annual Report and include statements regarding our current intent, business plan, targets, belief or expectations or the current belief or current expectations of our management with respect to our results of operations and financial condition, including, among other matters, our problem loans and loan losses. In many, but not all cases, we use words such as anticipate, aim, believe, estimate, expect, intend, plan, probability, risk, will, may and similar expressions, as they relate to management, to identify forward-looking statements. These statements reflect our current views with respect to future events and are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize or should underlying assumptions prove incorrect, actual results may vary materially from those which are aimed, anticipated, believed, estimated, expected, intended or planned, or otherwise stated.

Our forward-looking statements are not guarantees of future performance and involve risks and uncertainties. Actual results may differ from those in the forward-looking statements as a result of various factors. We identify in this Annual Report in Item 3.D. Key Information Risk Factors, Item 4.B. Information on the Company Business Overview, Item 5. Operating and Financial Review and Prospects and elsewhere, some, but not necessarily all, of the important factors that could cause these differences.

We are under no obligation, and disclaim any obligation, to update or alter our forward-looking statements, whether as a result of new information, future events or otherwise.

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**PART I**

**Item 1. Identity of Directors, Senior Management and Advisers.**

Not applicable.

**Item 2. Offer Statistics and Expected Timetable.**

Not applicable.

**Item 3. Key Information.**

**A. Selected Financial Data**

The selected statement of income data and selected balance sheet data set forth below has been derived from our audited consolidated financial statements.

Except for risk-adjusted capital ratios, which are calculated in accordance with Japanese banking regulations based on information derived from our consolidated financial statements prepared in accordance with accounting principles generally accepted in Japan, or Japanese GAAP, the selected financial data set forth below are derived from our consolidated financial statements prepared in accordance with U.S. GAAP.

You should read the selected financial data set forth below in conjunction with Item 5. Operating and Financial Review and Prospects, Selected Statistical Data and our consolidated financial statements and other financial data included elsewhere in this Annual Report. These data are qualified in their entirety by reference to all of that information.



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	Fiscal years ended March 31,				
	2013	2014	2015	2016	2017
	(in millions, except per share data and number of shares)				
<b>Statement of income data:</b>					
Interest income	¥ 2,427,521	¥ 2,522,283	¥ 2,894,645	¥ 3,005,738	¥ 2,990,767
Interest expense	556,418	560,972	663,184	744,364	769,639
Net interest income	1,871,103	1,961,311	2,231,461	2,261,374	2,221,128
Provision (credit) for credit losses	144,542	(106,371)	86,998	231,862	253,688
Net interest income after provision (credit) for credit losses	1,726,561	2,067,682	2,144,463	2,029,512	1,967,440
Non-interest income	2,067,909	1,821,081	2,845,078	2,407,690	1,196,706
Non-interest expense	2,378,599	2,468,320	2,726,885	3,274,532	2,891,603
Income before income tax expense	1,415,871	1,420,443	2,262,656	1,162,670	272,543
Income tax expense	296,020	337,917	666,020	369,432	94,453
Net income before attribution of noncontrolling interests	1,119,851	1,082,526	1,596,636	793,238	178,090
Net income (loss) attributable to noncontrolling interests	50,727	67,133	65,509	(9,094)	(24,590)
Net income attributable to Mitsubishi UFJ Financial Group	¥ 1,069,124	¥ 1,015,393	¥ 1,531,127	¥ 802,332	¥ 202,680
Earnings applicable to common shareholders of Mitsubishi UFJ Financial Group	¥ 1,051,184	¥ 994,152	¥ 1,522,157	¥ 802,332	¥ 202,680
<b>Amounts per share:</b>					
Basic earnings per common share Earnings applicable to common shareholders of Mitsubishi UFJ Financial Group	¥ 74.30	¥ 70.21	¥ 107.81	¥ 57.78	¥ 14.93
Diluted earnings per common share Earnings applicable to common shareholders of Mitsubishi UFJ Financial Group	74.16	69.98	107.50	57.51	14.68
Number of shares used to calculate basic earnings per common share (in thousands)	14,148,060	14,158,698	14,118,469	13,885,842	13,574,314
Number of shares used to calculate diluted earnings per common share (in thousands) <sup>(1)</sup>	14,169,080	14,180,080	14,137,645	13,903,316	13,584,885
Cash dividends per share paid during the fiscal year:					
Common stock	¥ 12.00	¥ 14.00	¥ 18.00	¥ 18.00	¥ 18.00
	\$ 0.15	\$ 0.14	\$ 0.16	\$ 0.15	\$ 0.17
Preferred stock (Class 5 <sup>3</sup> )	¥ 115.00	¥ 115.00	¥ 57.50		
	\$ 1.42	\$ 1.14	\$ 0.57		
Preferred stock (Class 11 <sup>3</sup> )	¥ 5.30	¥ 5.30	¥ 2.65		
	\$ 0.07	\$ 0.05	\$ 0.03		

	2013	2014	As of March 31, 2015	2016	2017
	(in millions)				
<b>Balance sheet data:</b>					
Total assets	¥ 230,551,539	¥ 253,651,989	¥ 280,875,706	¥ 292,557,355	¥ 297,185,019
Loans, net of allowance for credit losses	97,254,242	109,181,991	117,209,723	121,679,828	117,032,784
Total liabilities	219,609,559	240,900,545	265,594,365	277,709,088	282,420,311
Deposits	148,209,739	162,517,786	171,991,267	181,438,087	190,401,623
Long-term debt	12,174,621	14,489,590	19,958,115	21,959,136	27,743,443
Total equity	10,941,980	12,751,444	15,281,341	14,848,267	14,764,708
Capital stock	2,088,135	2,089,245	2,090,270	2,090,270	2,090,270

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	Fiscal years ended March 31,				
	2013	2014	2015	2016	2017
	(in millions, except percentages)				
<b>Other financial data:</b>					
Average balances:					
Interest-earning assets	¥ 193,824,256	¥ 212,176,348	¥ 237,247,664	¥ 252,715,743	¥ 239,192,449
Interest-bearing liabilities	173,391,619	189,404,896	210,091,493	221,135,208	223,522,296
Total assets	225,674,963	247,721,331	277,547,638	299,270,873	307,938,699
Total equity	9,244,530	10,683,098	13,002,955	15,285,766	15,010,829
Return on equity and assets:					
Earnings applicable to common shareholders as a percentage of average total assets	0.47%	0.40%	0.55%	0.27%	0.07%
Earnings applicable to common shareholders as a percentage of average total equity	11.37%	9.31%	11.71%	5.25%	1.35%
Dividends per common share as a percentage of basic earnings per common share	16.15%	19.94%	16.70%	31.15%	120.56%
Average total equity as a percentage of average total assets	4.10%	4.31%	4.68%	5.11%	4.87%
Net interest income as a percentage of average total interest-earning assets	0.97%	0.92%	0.94%	0.89%	0.93%
Credit quality data:					
Allowance for credit losses	¥ 1,335,987	¥ 1,094,420	¥ 1,055,479	¥ 1,111,130	¥ 1,182,188
Allowance for credit losses as a percentage of loans	1.36%	0.99%	0.89%	0.90%	1.00%
Impaired loans	¥ 2,200,766	¥ 1,861,027	¥ 1,686,806	¥ 1,725,150	¥ 1,715,850
Impaired loans as a percentage of loans	2.23%	1.69%	1.43%	1.40%	1.45%
Allowance for credit losses related to impaired loans as a percentage of impaired loans	43.39%	40.32%	36.00%	42.60%	51.42%
Net loan charge-offs	¥ 112,862	¥ 153,748	¥ 150,666	¥ 156,959	¥ 169,809
Net loan charge-offs as a percentage of average loans	0.12%	0.15%	0.13%	0.13%	0.14%
Average interest rate spread	0.93%	0.89%	0.90%	0.85%	0.91%
Risk-adjusted capital ratio calculated under Japanese GAAP <sup>(4)</sup>	16.53%	15.43%	15.62%	16.01%	15.85%

## Notes:

- (1) Includes the common shares that were potentially issuable upon conversion of the Class 11 Preferred Stock and stock acquisition rights.
- (2) Preferred dividends were ¥57.5 per share and paid semi-annually. In April 2014, we acquired and cancelled all of the issued shares of First Series of Class 5 Preferred Stock. As a result, there is currently no issued Class 5 Preferred Stock. See Note 17 to our audited consolidated financial statements included elsewhere in this Annual Report.
- (3) Preferred dividends were ¥2.65 per share and paid semi-annually. In August 2014, we acquired all of the issued shares of Class 11 Preferred Stock in exchange for 1,245 shares of our common stock held in treasury, and cancelled the acquired shares. As a result, there is currently no issued Class 11 Preferred Stock. See Note 17 to our audited consolidated financial statements included elsewhere in this Annual Report.
- (4) Risk-adjusted capital ratios have been calculated in accordance with Japanese banking regulations as applicable on the relevant calculation date, based on information derived from our consolidated financial statements prepared in accordance with Japanese GAAP. For a description of the applicable capital ratio calculation and other requirements applicable, see Item 4.B. Information on the Company Business Overview Supervision and Regulation Japan Capital adequacy and Item 5.B. Operating and Financial Review and Prospects Liquidity and Capital Resources Capital Adequacy.

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The tables below set forth, for each period indicated, certain information concerning the rate of exchange of Japanese yen per U.S. \$1.00 based on exchange rate information found on Bloomberg. On June 30, 2017, the closing exchange rate was ¥112.39 to U.S.\$1.00 and the inverse rate was U.S.\$0.89 to ¥100.00.

	Year 2017				
	February	March	April	May	June
High	114.26	114.95	111.49	114.28	112.39
Low	111.74	110.66	108.43	110.78	109.41

	Fiscal years ended March 31,				
	2013	2014	2015	2016	2017
Average (of month-end rates)	¥ 83.32	¥ 100.38	¥ 110.82	¥ 120.10	¥ 108.33

**B. Capitalization and Indebtedness**

Not applicable.

**C. Reasons for the Offer and Use of Proceeds**

Not applicable.

**D. Risk Factors**

*Investing in our securities involves a high degree of risk. You should carefully consider the risks described in this section, which is intended to disclose all of the risks that we consider material based on the information currently available to us, as well as all the other information in this Annual Report, including our consolidated financial statements and related notes, Item 5. Operating and Financial Review and Prospects, Item 11. Quantitative and Qualitative Disclosures about Credit, Market and Other Risk and Selected Statistical Data.*

*Our business, operating results and financial condition could be materially and adversely affected by any of the factors discussed below. The trading price of our securities could decline due to any of these factors. This Annual Report also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those described in this section and elsewhere in this Annual Report. See Forward-Looking Statements.*

**Risks Related to Our Business**

*Because a large portion of our assets as well as our business operations are in Japan, we may incur losses if economic conditions in Japan worsen.*

Our performance is particularly affected by the general economic conditions of Japan where we are headquartered and conduct a significant amount of our business. As of March 31, 2017, 64.4% of our total assets were related to Japanese domestic assets, including Japanese national government and Japanese government agency bonds, which accounted for 62.3% of our total investment securities portfolio and 9.1% of our total assets, respectively. Interest and non-interest income in Japan represented 45.5% of our total interest and non-interest income for the fiscal year ended March 31, 2017. Furthermore, as of March 31, 2017, our loans in Japan accounted for 56.7% of our total loans outstanding.

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There is significant uncertainty surrounding Japan's economy. For example, Japan's fiscal health and sovereign creditworthiness may deteriorate if the Japanese government's economic measures and the Bank of Japan's monetary policies prove ineffective or result in negative consequences. If the prices of Japanese government bonds decline rapidly, resulting in an unexpectedly sudden increase in interest rates, our investment securities portfolio as well as our lending, borrowing, trading and other operations may be negatively impacted. In recent periods, major credit rating agencies have downgraded the credit ratings of Japan's sovereign debt, including a downgrade by Moody's Investor Service, Inc. in December 2014, a downgrade by Fitch Ratings, Ltd. in April 2015 and downgrade by Standard and Poor's in September 2015. In addition, interest rates may suddenly increase as a result of a decision made by the Bank of Japan to end its current interest rate policy, including the negative interest rate of minus 0.1% applied to certain current account amounts that financial institutions hold at the Bank of Japan and the Japanese government bond purchase program with an aim to keep the yield of 10-year Japanese government bonds around zero percent, or market expectations relating to any such decision. See Risks Related to Our Business Fluctuations in interest rates could adversely affect the value or the yield of our bond portfolio.

Instability in the Japanese stock market and foreign currency exchange rates may also have a significant adverse impact on our asset and liability management as well as our results of operations. Various other factors, including the decreasing and aging demographics in Japan, stagnation or deterioration of economic and market conditions in other countries, and growing global competition, may also have a material negative impact on the Japanese economy. For a detailed discussion on the business environment in Japan and abroad, see Item 5. Operating and Financial Review and Prospects Business Environment.

Since our domestic loans in Japan accounted for a significant portion of our loan portfolio, deteriorating or stagnant economic conditions in Japan may cause adverse effects on our financial results, such as increases in credit costs, as the credit quality of some borrowers could deteriorate. For example, due to the intensifying global competition and weakening consumer spending in recent periods, some Japanese companies, including electronics manufacturers, have experienced significant financial difficulties. For a further discussion, see Risks Related to Our Business We may suffer additional credit-related losses in the future if our borrowers are unable to repay their loans as expected or if the measures we take in reaction to, or in anticipation of, our borrowers' deteriorating repayment abilities prove inappropriate or insufficient.

Our domestic loan portfolio may also be adversely affected by interest rate fluctuations in Japan. For example, as a result of the Bank of Japan's interest rate policy and measures to purchase Japanese government bonds in the market, the yield on many financial instruments and other market interest rates in Japan have declined to low or negative levels. If the Bank of Japan's policy and measures are maintained for an extended period, or if the Bank of Japan's negative interest rate is lowered from the current level, market interest rates may decline further, and our interest rate spread on our domestic loan portfolio may narrow further, reducing our net interest income.

***If the global economy deteriorates, our credit-related losses may increase, and the value of the financial instruments we hold may decrease, resulting in losses.***

Global economic conditions remain volatile, and it is uncertain how the global economy will evolve over time. Factors that could negatively impact global market, both developed and emerging, include concerns over the possible negative impact on global economic activity resulting from changes in the trade policies of various countries, the potentially serious ramifications of the process of the United Kingdom's withdrawal from the European Union, the potential negative effect from the monetary policy changes expected in the United States, slowing economic growth in China in the midst of a shift in the government's economic policy, weakening economic conditions in commodity-exporting countries that have been affected by the decline in oil and other commodity prices, and the political turmoil in various regions around world. As of March 31, 2017, based principally on the domicile of the obligors, assets related to the United States accounted for approximately 15.5% of our total assets, assets related to Asia and Oceania excluding Japan accounted for approximately 8.5% of our

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total assets, and assets related to Europe accounted for approximately 8.0% of our total assets. If the global economy deteriorates or the global economic recovery significantly slows down again, the availability of credit may become limited, and some of our borrowers may default on their loan obligations to us, increasing our credit losses. Some of our credit derivative transactions may also be negatively affected, including the protection we sold through single name credit default swaps, and index and basket credit default swaps. The notional amounts of these protections sold as of March 31, 2017 were ¥2.08 trillion and ¥0.75 trillion, respectively. In addition, if credit market conditions worsen, our capital funding structure may need to be adjusted or our funding costs may increase, which could have a material adverse impact on our financial condition and results of operations.

Furthermore, we have incurred losses, and may incur further losses, as a result of changes in the fair value of our financial instruments resulting from weakening market conditions. For example, declines in the fair value of our investment securities, particularly equity investment securities, resulted in our recording impairment losses of ¥5.9 billion, ¥37.2 billion and ¥33.8 billion for the fiscal years ended March 31, 2015, 2016 and 2017, respectively. As of March 31, 2017, approximately 27.2% of our total assets were financial instruments for which we measure fair value on a recurring basis, and less than 0.5% of our total assets were financial instruments for which we measure fair value on a non-recurring basis. Generally, in order to establish the fair value of these instruments, we rely on quoted prices. If the value of these financial instruments declines, a corresponding write-down may be recognized in our consolidated statements of income. In addition, because we hold a large amount of investment securities, short-term fluctuations in the value of our securities may trigger losses or exit costs for us to manage our risk. For more information on our valuation method for financial instruments, see Item 5. Operating and Financial Review and Prospects Critical Accounting Estimates.

*We may suffer additional credit-related losses in the future if our borrowers are unable to repay their loans as expected or if the measures we take in reaction to, or in anticipation of, our borrowers' deteriorating repayment abilities prove inappropriate or insufficient.*

When we lend money or commit to lend money, we incur credit risk, which is the risk of losses if our borrowers do not repay their loans. We may incur significant credit losses or have to provide for a significant amount of additional allowance for credit losses if:

large borrowers become insolvent or must be restructured;

domestic or global economic conditions, either generally or in particular industries in which large borrowers operate, deteriorate;

the value of the collateral we hold, such as real estate or securities, declines; or

we are adversely affected by corporate credibility issues among our borrowers, to an extent that is worse than anticipated.

As a percentage of total loans, impaired loans, which primarily include nonaccrual loans and troubled debt restructurings, or TDRs, ranged from 1.40% to 2.23% as of the five most recent fiscal year-ends. As of March 31, 2017, impaired loans were ¥1,715.9 billion, representing 1.45% of our total outstanding loans. If the economic conditions in Japan or other parts of the world, in particular industries, including the energy and real estate industries, to which we have significant credit risk exposure worsen, our problem loans and credit-related expenses may increase. An increase in problem loans and credit-related expenses would adversely affect our results of operations, weaken our financial condition and erode our capital base.

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We may provide additional loans, equity capital or other forms of support to troubled borrowers in order to facilitate their restructuring and revitalization efforts. We may also forbear from exercising some or all of our rights as a creditor against them, and we may forgive loans to them in conjunction with their debt restructurings. We may take these steps even when such steps might not be warranted from the perspective of our short-term or narrow economic interests or a technical analysis of our legal rights against those borrowers, in light of other factors such as our longer-term economic interests, and our commitment to support the Japanese economy. These

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practices may substantially increase our exposure to troubled borrowers and increase our losses. Credit losses may also increase if we elect, or are forced by economic or other considerations, to sell or write off our problem loans at a larger discount, in a larger amount or in a different time or manner, than we may otherwise want.

Although we, from time to time, enter into credit derivative transactions, including credit default swap contracts, to manage our credit risk exposure, such transactions may not provide the protection against credit defaults that we intended due to counterparty defaults or similar issues. The credit default swap contracts could also result in significant losses. As of March 31, 2017, the total notional amount of the protection we sold through single name credit default swaps and index and basket credit default swaps was ¥2.83 trillion. In addition, negative changes in financial market conditions may restrict the availability and liquidity of credit default swaps. For more information on our credit derivative transactions, see Note 24 to our consolidated financial statements included elsewhere in this Annual Report.

Our loan losses could prove to be materially different from our estimates and could materially exceed our current allowance for credit losses, in which case we may need to provide for additional allowance for credit losses and may also record credit losses beyond our allowance. Our allowance for credit losses in our loan portfolio is based on evaluations of customers' creditworthiness and the value of collateral we hold. For the fiscal year ended March 31, 2017, we recorded ¥253.7 billion of provision for credit losses. Negative changes in economic conditions, government policies or our borrowers' repayment abilities could require us to provide for additional allowance. While we closely observe conditions of our individual borrowers and industry trends, our borrowers may incur financial and non-financial losses that exceed our estimations depending on, for example, domestic and international economic conditions or commodity price fluctuations. In such case, we may need to provide for additional allowance for credit losses. Also, the regulatory standards or guidance on establishing allowances may also change, causing us to change some of the evaluations used in determining the allowances. As a result, we may need to provide for additional allowance for credit losses.

Our efforts to diversify our portfolio to avoid any concentration of credit risk exposures to particular industries or counterparties may prove insufficient. For example, our credit exposures to the energy and real estate industries are relatively high in comparison to other industries. The credit quality of borrowers in this sector do not necessarily correspond to general economic conditions in Japan or other part of the world, and adverse fluctuations in oil and other commodity prices or adverse developments in the real estate market may disproportionately increase our credit costs.

When there is an improvement in asset quality, credit for credit losses is recorded in our consolidated statements of income to reverse the allowance for credit losses to a level management deems appropriate. For example, for the fiscal years ended March 31, 2016 and 2017, while we recorded provisions for credit losses for our entire loan portfolio, we recorded ¥9.5 billion of credit for credit losses for the Residential segment of our loan portfolio for the fiscal year ended March 31, 2016, and ¥0.1 billion of credit for credit losses for the MUAH segment for the fiscal year ended March 31, 2017. However, we have historically provided for credit losses rather than recording credit for credit losses in most periods, and in future periods we may need to recognize a provision for credit losses.

For more information on our loan portfolio, see Item 5.B. Operating and Financial Review and Prospects Liquidity and Capital Resources Financial Condition Loan Portfolio.

### ***Fluctuations in interest rates could adversely affect the value or the yield of our bond portfolio.***

The aggregate carrying amount of the Japanese government and corporate bonds and foreign bonds, including U.S. Treasury bonds, that we held as of March 31, 2017 was 10.1% of our total assets. In particular, the Japanese national government and Japanese government agency bonds



accounted for 9.1% of our total assets as of March 31, 2017. For a detailed discussion of our bond portfolio, see Selected Statistical Data Investment Portfolio.

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The Bank of Japan has maintained a quantitative and qualitative monetary easing with negative interest rates policy and applied a negative interest rate of minus 0.1% to the Policy-Rate Balances, which are a part of current account amounts held by financial institutions at the Bank of Japan, while purchasing Japanese government bonds to increase its aggregate holding of such bonds by approximately ¥80 trillion each year. In September 2016, the Bank of Japan introduced a quantitative and qualitative monetary easing with yield curve control policy, adding to its monetary policy a Japanese government bond purchase program with an aim to keep the yield of 10-year Japanese government bonds around zero percent. If the policy is maintained in Japan for an extended period, or if the Bank of Japan's negative interest rate or target long-term interest rate is lowered from the current level, market interest rates may decline further, and the yield on the Japanese government bonds and other financial instruments that we hold may also decline. On the other hand, the value of our investment portfolio may decrease if interest rates increase rapidly or significantly because of heightened market expectations for tapering or cessation of the current policy in Japan. Separate from the Bank of Japan's monetary policies, interest rates could also significantly increase in the event that Japanese government bonds decline in value due to such factors as a decline in confidence in the Japanese government's fiscal administration, further issuances of Japanese government bonds in connection with emergency economic measures or in the event that interest rates on U.S. Treasury securities rise due to such factors as increases in the policy interest rate, additional issuances of government bonds, or an actual or expected reduction in the balance sheet of the Federal Reserve Board, or FRB. If relevant interest rates increase for these or other reasons, particularly if such increase is unexpected or sudden, we may incur significant losses on sales of, and valuation losses on, our bond portfolio. See Item 5. Operating and Financial Review and Prospects Business Environment.

*Fluctuations in foreign currency exchange rates may result in transaction losses on translation of monetary assets and liabilities denominated in foreign currencies as well as foreign currency translation losses with respect to our foreign subsidiaries and equity method investees.*

Fluctuations in foreign currency exchange rates against the Japanese yen create transaction gains or losses on the translation into Japanese yen of monetary assets and liabilities denominated in foreign currencies. To the extent that our foreign currency-denominated assets and liabilities are not matched in the same currency or appropriately hedged, we could incur losses due to future foreign exchange rate fluctuations. During the fiscal year ended March 31, 2017, the average balance of our foreign interest-earning assets was ¥94.01 trillion and the average balance of our foreign interest-bearing liabilities was ¥57.22 trillion, representing 39.3% of our average total interest-earning assets and 25.6% of our average total interest-bearing liabilities during the same period. Due to foreign currency exchange rate fluctuations, we may incur losses attributable to net transaction losses on the translation into Japanese yen of monetary assets and liabilities denominated in foreign currencies, net losses on currency derivative instruments entered into for trading purposes, and net losses on translation into Japanese yen of securities accounted for under the fair value option. In addition, we may incur foreign currency translation losses with respect to our foreign subsidiaries and equity method investees due to fluctuations in foreign currency exchange rates. The average exchange rate for the fiscal year ended March 31, 2017 was ¥108.38 per U.S.\$1.00, compared to ¥120.14 per U.S.\$1.00 for the previous fiscal year. The change in the average exchange rate of the Japanese yen against the U.S. dollar and other foreign currencies had the effect of decreasing total revenue by ¥305.1 billion, decreasing net interest income by ¥195.7 billion and income before income tax expense by ¥97.6 billion, respectively, for the fiscal year ended March 31, 2017. In addition, the exchange rate between the Japanese yen and the U.S. dollar was ¥112.19 as of March 31, 2017, compared to ¥112.68 to the U.S. dollar as of March 31, 2016. As a result, we recorded ¥407.4 billion of net foreign exchange losses related to the fair value option for the fiscal year ended March 31, 2017. The Japanese yen was ¥112.39 to the U.S. dollar on June 30, 2017. For more information on foreign exchange gains and losses and foreign currency translation gains and losses, see Item 5. Operating and Financial Review and Prospects Business Environment and Item 5.A. Operating and Financial Review and Prospects Operating Results.

*If the Japanese stock market or other global markets decline in the future, we may incur losses on our securities portfolio and our capital ratios will be adversely affected.*

A decline in Japanese stock prices could reduce the value of the Japanese domestic marketable equity securities that we hold, which accounted for 14.1% of our total investment securities portfolio, and 2.1% of our

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total assets, as of March 31, 2017. The Nikkei Stock Average, which is the average of 225 blue chip stocks listed on the Tokyo Stock Exchange, fluctuated throughout the fiscal year ended March 31, 2017, declining to an intra-day low of ¥14,952.02 on June 24, 2016 and rising to an intra-day high of ¥19,633.75 on March 13, 2017. On June 2, 2017, the closing price of the Nikkei Stock Average exceeded ¥20,000 for the first time since December 2015. As of June 30, 2017, the closing price of the Nikkei Stock Average was ¥20,033.43. The Nikkei Stock Average has fluctuated in recent periods, and may fluctuate to a greater extent in future periods, as the global economy remains volatile and investors continue to observe the changes in economic and monetary policies mainly in Japan, the United States, the Eurozone and Asian countries. In addition, weakening or stagnant economic conditions in these and other regions may have a significant negative impact on Japanese companies, which in turn will cause their stock prices to decline. Concerns over the impact of geopolitical tensions and conflicts in various parts of the world on Japanese companies may also adversely affect stock prices in Japan. In addition, the global trend towards further reduction in risk assets could result in lower stock prices, and the recent trend in Japan towards strengthening corporate governance may subject public companies to stricter scrutiny. See Item 5. Operating and Financial Review and Prospects Business Environment and Item 5.B. Operating and Financial Review and Prospects Liquidity and Capital Resources Investment Portfolio.

*We may become subject to regulatory actions or other legal proceedings relating to our transactions or other aspects of our operations, which could result in significant financial losses, restrictions on our operations and damage to our reputation.*

We conduct our business subject to ongoing regulation and associated regulatory and legal risks. Global financial institutions, including us, currently face heightened regulatory scrutiny as a result of the concerns developing in the global financial sector, and growing public pressure to demand even greater regulatory surveillance following several high-profile scandals and risk management failures in the financial industry. In the current regulatory environment, we are subject to various regulatory inquiries or investigations from time to time in connection with various aspects of our business and operations. In addition, multiple government authorities with overlapping jurisdiction more frequently conduct investigations and take other regulatory actions in coordination with one another or separately on the same or related matters.

In November 2014, BTMU entered into a consent agreement with the New York State Department of Financial Services, or DFS, to resolve issues relating to instructions given to PricewaterhouseCoopers LLP, or PwC, and the disclosures made to DFS in connection with BTMU's 2007 and 2008 voluntary investigation of BTMU's U.S. dollar clearing activity toward countries under U.S. economic sanctions. BTMU had hired PwC to conduct a historical transaction review report in connection with that investigation, and voluntarily submitted the report to DFS's predecessor entity in 2008. Under the terms of the agreement with DFS, BTMU made a payment of \$315 million to DFS, and agreed to take actions on persons involved in the matter at that time, relocate its U.S. Bank Secrecy Act/Anti-Money Laundering, or BSA/AML, and Office of Foreign Assets Control, or OFAC, sanctions compliance programs to New York, and extend, if regarded as necessary by DFS, the period during which an independent consultant is responsible for assessing BTMU's internal controls regarding compliance with applicable laws and regulations related to U.S. economic sanctions. In June 2013, BTMU reached an agreement with DFS regarding inappropriate operational processing of U.S. dollar clearing transactions with countries subject to OFAC sanctions during the period of 2002 to 2007. Under the terms of the June 2013 agreement, BTMU made a payment of \$250 million to DFS and retained an independent consultant to conduct a compliance review of the relevant controls and related matters in BTMU's current operations. In December 2012, BTMU agreed to make a payment of approximately \$8.6 million to OFAC to settle potential civil liability for apparent violations of certain U.S. sanctions regulations from 2006 to 2007. BTMU is having continuing discussions on these and related issues with relevant regulators, including concerning extending the term of the independent consultant, and is undertaking necessary actions relating to these matters.

We have received requests and subpoenas for information from government agencies in some jurisdictions that are conducting investigations into past submissions made by panel members, including us, to the bodies that set various interbank benchmark rates as well as investigations into foreign exchange related practices of global financial institutions. We are cooperating with these investigations and have been conducting an internal

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investigation among other things. In connection with these matters, we and other financial institutions are involved as defendants in a number of civil lawsuits, including putative class actions, in the United States.

These developments or other similar matters may result in additional regulatory actions against us or agreements to make significant additional settlement payments. These developments or other matters to which we are subject from time to time may also expose us to substantial monetary damages, legal defense costs, criminal and civil liability, and restrictions on our business operations as well as damage to our reputation. The outcome of such matters, including the extent of the potential impact of any unfavorable outcome on our financial results, however, is inherently uncertain and difficult to predict. The extent of financial, human and other resources required to conduct any investigations or to implement any corrective or preventive measures is similarly uncertain and could be significant. Such resources may also be difficult for us to secure in a timely manner.

*Legal and regulatory changes could have a negative impact on our business, financial condition and results of operations.*

As a global financial services provider, our business is subject to ongoing changes in laws, regulations, policies, voluntary codes of practice and interpretations in Japan and other markets where we operate. Major global financial institutions currently face an increasingly stricter set of laws, regulations and standards as a result of the concerns enveloping the global financial sector. There is also growing political pressure to demand even greater internal compliance and risk management systems following several high-profile scandals and risk management failures in the financial industry. We may not be able to enhance our compliance risk management systems and programs, which, in some cases, are supported by third-party service providers, in a timely manner or as planned. Our risk management systems and programs may not be fully effective in preventing all violations of laws, regulations and rules applicable locally or on a global basis to our subsidiaries, offices and branches.

Our failure or inability to comply fully with applicable laws and regulations could lead to fines, public reprimands, damage to reputation, civil liability, enforced suspension of operations or, in extreme cases, withdrawal of authorization to operate, adversely affecting our business and results of operations. Legal or regulatory compliance failure may also adversely affect our ability to obtain regulatory approvals for future strategic initiatives. Furthermore, failure to take necessary corrective action, or the discovery of violations of laws in the process of further review of any of the matters mentioned above or in the process of implementing any corrective measures, could result in further regulatory action.

We could also be required to incur significant expenses to comply with new or revised regulations. For example, if we adopt a new information system infrastructure in the future, we may be required to incur significant additional costs for establishing and implementing effective internal controls, which may materially and adversely affect our financial condition and results of operations.

Future developments or changes in laws, regulations, policies, voluntary codes of practice and their effects are expected to require greater capital, human and technological resources as well as significant management attention, and may require us to modify our business strategies and plans. For example, since March 31, 2013, Japanese banking institutions with international operations have become subject to stricter capital adequacy requirements adopted by the FSA based in part on the international regulatory framework generally known as Basel III. Furthermore, on March 31, 2016, the capital conservation buffer, countercyclical buffer and surcharge for global systematically important banks, or G-SIBs, became applicable to Japanese banking institutions with international operations, including us, and these additional capital adequacy requirements are expected to become stricter in phases over the next few years. For more information, see [Risks Related to Our Business](#). We may not be able to maintain our capital ratios above minimum required levels, which could result in the suspension of some or all of our operations. and [Item 4.B. Information on the Company Business Overview Supervision and Regulation Japan](#).

Furthermore, regulatory reforms recently implemented, proposed and currently being debated in the United States may also significantly affect our business operations. For example, in July 2016, we established

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MUAH as a U.S. intermediate holding company, or IHC, and reorganized our U.S. bank and non-bank subsidiaries under MUAH pursuant to rules adopted by the Federal Reserve Board, or FRB, in February 2014. Under the FRB rules, MUAH is also subject to U.S. capital requirements, capital stress testing, liquidity buffer requirements, and other enhanced prudential standards comparable to those applicable to top-tier U.S. bank holding companies of the same size. We are continuing to devote resources and management attention on establishing an appropriate governance structure with effective internal control systems for MUAH designed to ensure compliance with the rules on an on-going basis. See Item 4.B. Information on the Company Business Overview Supervision and Regulation United States.

Global financial regulatory reform measures may also have a significant impact on our business operations. For example, various international organizations, including the Financial Stability Board and the Basel Committee on Banking Supervision, are currently considering ways to address, among other things, credit valuation adjustment, or CVA, and leverage ratio requirements as well as revisions to methods of calculating the amount of risk-weighted assets. We intend to continue to monitor developments relating to global regulatory reforms.

***Any adverse changes in the business of MUFG Americas Holdings Corporation, a wholly owned subsidiary in the United States, could significantly affect our results of operations.***

MUAH, which is a wholly owned subsidiary in the United States formerly called UnionBanCal Corporation, or UNBC, and which is our IHC in the United States, has historically contributed to a significant portion of net income attributable to the Mitsubishi UFJ Financial Group. MUAH reported net income of \$782 million, \$644 million and \$990 million for the fiscal years ended December 31, 2014, 2015 and 2016, respectively. Any adverse developments which could arise at MUAH may have a significant negative impact on our results of operations and financial condition. For more information, see Item 4.B. Information on the Company Business Overview Global Business Group MUFG Union Bank, N.A. (MUB).

Factors that have negatively affected, and could continue to negatively affect, MUAH's results of operations include difficult economic conditions, such as a downturn in the real estate and housing industries in California and other states within the United States, the fiscal challenges being experienced by the U.S. federal and California state governments, substantial competition in the banking markets in the United States and uncertainty over the U.S. economy, as well as negative trends in debt ratings and interest rate uncertainties. In recent periods, declining oil and gas prices have adversely affected the credit conditions of borrowers in the energy sector and related industries, resulting in an increase in credit costs. In addition, since the financial crisis in 2008 and 2009, the U.S. banking industry has operated in an extremely low interest rate environment as a result of the highly accommodative monetary policy of the FRB, which has placed downward pressure on the net interest margins of U.S. banks, including MUAH. Although the FRB began raising its policy interest rate in December 2015, interest rates have remained at low levels in the United States. Sudden fluctuations in interest rates may negatively affect MUAH's results of operations.

Significant costs may arise from enterprise-wide compliance and risk management requirements, or failure to comply, with applicable laws and regulations, such as the U.S. Bank Secrecy Act and related amendments under the USA PATRIOT Act, and any adverse impact of the implementation of the Dodd-Frank Act. In addition, the FRB and other U.S. bank regulators have adopted rules to implement the Basel III global regulatory framework for U.S. banks and bank holding companies which require higher quality of capital, as well as significantly revise the calculations for risk-weighted assets. The FRB has also adopted rules to implement various enhanced prudential standards required by the Dodd-Frank Act for larger U.S. bank holding companies, such as MUAH. These standards require the larger bank holding companies to meet enhanced capital, liquidity and leverage standards. Further, the FRB has adopted regulations applicable to foreign banking organizations operating in the United States, which require MUFG's and BTMU's U.S. operations to be restructured and, subject to certain exceptions, conducted under a single U.S. IHC, with its own capital and liquidity requirements. Actions management may take in response to these regulatory changes may involve the issuance of additional capital or other measures. For more information, see Item 4.B. Information on the Company Business Overview Supervision and Regulation United States.



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MUB, which is the principal subsidiary of MUAH, and reportedly other financial institutions have been the targets of various denial-of-service or other cyber-attacks as part of what appears to be a coordinated effort to disrupt the operations of financial institutions and potentially test their cybersecurity in advance of future and more advanced cyber-attacks. These denial-of-service attacks may require substantial resources to defend against and affect customer satisfaction and behavior. Moreover, MUB's information security measures may not be sufficient to defend against cyber-attacks and other information security breaches, in which case the consequences could be significant in terms of financial, reputational and other losses. In addition, there have been increasing efforts to breach data security at financial institutions as well as other types of companies, such as large retailers, or with respect to financial transactions, including through the use of social engineering schemes such as phishing. Even if cyber-attacks and similar tactics are not directed specifically at MUB, such attacks on other large institutions could disrupt the overall functioning of the U.S. or global financial system and undermine consumer confidence in banks generally to the detriment of other financial institutions, including MUB.

*Any adverse changes in the business of Bank of Ayudhya, an indirect subsidiary in Thailand, could significantly affect our results of operations.*

Any adverse changes in the business or management of Bank of Ayudhya Public Company Limited, or Krungsri, a major subsidiary in Thailand in which we hold a 76.88% ownership interest as of March 31, 2017, may negatively affect our financial condition and results of operations. Factors that may negatively affect Krungsri's financial condition and results of operations include:

adverse economic conditions, substantial competition in the banking industry, volatile political and social conditions, natural disasters including floods, terrorism and armed conflicts, restrictions under applicable financial systems and regulations, or significant fluctuations in interest rates, foreign currency exchange rates, stock prices or commodity prices, in Southeast Asia, particularly in Thailand;

the business performance of companies making investments in and entering into markets in the Southeast Asian region, as well as the condition of economies, financial systems, laws and financial markets in the countries where such companies primarily operate;

losses from legal proceedings involving Krungsri;

credit rating downgrades and declines in stock prices of Krungsri's borrowers, and bankruptcies of Krungsri's borrowers resulting from such factors;

defaults on Krungsri's loans to individuals;

adverse changes in the cooperative relationship between us and the other major shareholder of Krungsri; and

costs incurred due to weaknesses in the internal controls and regulatory compliance systems of Krungsri or any of its subsidiaries.

As of March 31, 2017, the balance of goodwill associated with the acquisition of Krungsri, including Krungsri's acquisition of Hattha Kaksekar Limited, a microfinance institution in Cambodia, in September 2016, was ¥56.9 billion. If the business of Krungsri deteriorates, we may be required to record impairment losses, which could have a material adverse effect on our results of operations and financial condition. See **Risks Related to Our Business**. If the goodwill recorded in connection with our acquisitions becomes impaired, we may be required to record impairment losses, which may adversely affect our financial results.



*Our strategy to expand the range of our financial products and services and the geographic scope of our business globally may fail if we are unable to anticipate or manage new or expanded risks that entail such expansion.*

We continue to seek opportunities to expand the range of our products and services beyond our traditional banking, trust, and securities businesses, through development and introduction of new products and services or

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through acquisitions of or investments in financial institutions with products and services that complement our business. For example, we are currently seeking to expand our corporate lending business outside of Japan. In addition, the sophistication of financial products and services and management systems has been growing significantly in recent years. As a result, we are exposed to new and increasingly complex risks, while market and regulatory expectations that we manage these risks properly continue to rise. Some of the activities that our subsidiaries are expected to engage in, such as derivatives and foreign currency trading, present substantial risks. In some cases, we have only limited experience with the risks related to the expanded range of these products and services. In addition, we may not be able to successfully develop or operate the necessary information technology systems. As a result, we may not be able to foresee the risks relating to new products and services.

As we expand the geographic scope of our business, we will also be exposed to risks that are unique to particular jurisdictions or markets. For example, in an effort to further develop our operations in Asia, BTMU purchased 72.01% of the outstanding shares of Krungsri in December 2013 and acquired additional shares in January 2015, increasing BTMU's ownership interest to 76.88%. BTMU also holds an approximately 20% equity interest in Vietnam Joint Stock Commercial Bank of Industry and Trade since December 2012 and a 20.0% equity interest in Security Bank Corporation in the Philippines since April 2016. As we seek to enter new markets or jurisdictions, we often seek to collaborate with a local business partner by becoming a shareholder as well as providing management expertise for the local market. In such circumstances, the local business partner may have business interests that are inconsistent with our interests and, as a result, we may be unable to achieve the goals initially set out in our strategy for that market. In addition, we may be unable to staff our newly expanded operations with qualified individuals familiar with local legal and regulatory requirements and business practices, exposing us to legal, regulatory, operational and other risks.

Our risk management systems may prove to be inadequate and may not work in all cases or to the degree required locally and globally for all of our subsidiaries, offices and branches. The increasing market, credit, compliance and regulatory risks in relation to the expanding scope of our products, services and trading activities or expanding our business beyond our traditional markets, could result in us incurring substantial losses. In addition, our efforts to offer new products and services or penetrate new markets may not succeed if product or market opportunities develop more slowly than expected, if our new products and services are not well accepted among customers, or if the profitability of opportunities is undermined by competitive pressures or regulatory limitations. For more information on our recent acquisition and investment transactions, see Item 5. Operating and Financial Review and Prospects Recent Developments.

***Unanticipated economic changes in, and measures taken in response to such changes by, emerging market countries could result in additional losses.***

We are increasingly active, through a network of branches and subsidiaries, in emerging market countries, particularly countries in Asia, Latin America, Central and Eastern Europe, and the Middle East. For example, based primarily on the domicile of the obligors, our assets in Europe, Asia and Oceania excluding Japan, and other areas excluding Japan and the United States, were ¥23.82 trillion, ¥25.26 trillion and ¥10.75 trillion, representing 8.0%, 8.5% and 3.6% of our total assets as of March 31, 2017, respectively. The economies of emerging market countries can be volatile and susceptible to adverse changes and trends in the global financial markets. For example, a decline in the value of local currencies of these countries could negatively affect the creditworthiness of some of our borrowers in these countries. The loans we have made to borrowers and banks in these countries are often denominated in U.S. dollars, euro or other foreign currencies. These borrowers often do not hedge the loans to protect against fluctuations in the values of local currencies. A devaluation of the local currency would make it more difficult for a borrower earning income in that currency to pay its debts to us and other foreign lenders. In addition, some countries in which we operate may attempt to support the value of their currencies by raising domestic interest rates. If this happens, the borrowers in these countries would have to devote more of their resources to repaying their domestic obligations, which may adversely affect their ability to repay their debts to us and other foreign lenders. The limited credit availability resulting from these conditions may adversely affect economic conditions in some countries. This could cause a further deterioration of the credit quality of borrowers and banks in those countries and cause us to incur further losses. In addition, should

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there be excessively rapid economic growth and increasing inflationary pressure in some of the emerging market countries, such developments could adversely affect the wider regional and global economies. Some emerging market countries may also change their monetary or other economic policies in response to economic and political instabilities or pressures, which are difficult to predict. See Item 5.B. Operating and Financial Review and Prospects Liquidity and Capital Resources Financial Condition.

*If our strategic alliance with Morgan Stanley fails, we could suffer financial or reputational loss.*

We have a global strategic alliance with Morgan Stanley, under which we operate two joint venture securities companies in Japan, engage in joint corporate finance operations in the United States and pursue other cooperative opportunities. We hold approximately 23.3% of the voting rights in Morgan Stanley as of March 31, 2017 and continue to hold approximately \$521.4 million of perpetual non-cumulative non-convertible preferred stock with a 10% dividend. In addition, we currently have two representatives on Morgan Stanley's board of directors.

We initially entered into this strategic alliance in October 2008 with a view towards long-term cooperation with Morgan Stanley, and currently plan to deepen the strategic alliance. However, due to any unexpected changes in social, economic or financial conditions, changes in the regulatory environment, or any failure to integrate or share staff, products or services, or to operate, manage or implement the business strategy of the securities joint venture companies or other cooperative opportunities as planned, we may be unable to achieve the expected synergies from this alliance.

If our strategic alliance with Morgan Stanley is terminated, it could have a material negative impact on our business strategy, financial condition, and results of operations. For example, because we conduct our securities operations in Japan through the joint venture companies we have with Morgan Stanley, such termination may result in our inability to attain the planned growth in this line of business.

In addition, with our current investment in Morgan Stanley, we have neither a controlling interest in, nor control over the business operations of Morgan Stanley. If Morgan Stanley makes any business decisions that are inconsistent with our interests, we may be unable to achieve the goals initially set out for the strategic alliance. Furthermore, although we do not control Morgan Stanley, given the magnitude of our investment, if Morgan Stanley encounters financial or other business difficulties due to adverse changes in the economy, regulatory environment or other factors, we may suffer a financial loss on our investment or damage to our reputation. For example, we recorded an impairment loss of ¥579.5 billion on our investment in Morgan Stanley's common stock for the fiscal year ended March 31, 2012.

We apply equity method accounting to our investment in Morgan Stanley in our consolidated financial statements. As a result, Morgan Stanley's performance affects our results of operations. In addition fluctuations in Morgan Stanley's stock price or in our equity ownership interest in Morgan Stanley may cause us to recognize additional losses on our investment in Morgan Stanley.

*We may incur further losses as a result of financial difficulties relating to other financial institutions, both directly and through the effect they may have on the overall banking environment and on their borrowers.*

Declining asset quality, capital adequacy and other financial problems of domestic and foreign financial institutions, including banks, non-bank lending and credit institutions, securities companies and insurance companies, may lead to severe liquidity and solvency problems, which have in the past resulted in the liquidation, government control or restructuring of affected institutions. In addition, allegations or governmental prosecution of improper trading activities or inappropriate business conduct of a specific financial institution could also negatively affect the

public perception of other global financial institutions individually and the global financial industry as a whole. These developments may adversely affect our financial results.

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Financial difficulties relating to financial institutions could adversely affect us because we have extended loans, some of which may need to be classified as impaired loans, to banks, securities companies, insurance companies and other financial institutions that are not our consolidated subsidiaries. Our loans to banks and other financial institutions have been more than 5% of our total loans as of each year-end in the three fiscal years ended March 31, 2017, with the percentage increasing from 15.3% to 16.1% between March 31, 2016 and March 31, 2017. We may also be adversely affected because we are a shareholder of some other banks and financial institutions that are not our consolidated subsidiaries, including our shareholdings in Japanese regional banks and our 23.3% voting interest in Morgan Stanley as of March 31, 2017. If some of the financial institutions to which we have exposure experience financial difficulties, we may need to provide financial support to them even when such support might not be warranted from the perspective of our narrow economic interests because such institutions may be systematically important to the Japanese or global financial system.

We may also be adversely affected because we enter into transactions, such as derivative transactions, in the ordinary course of business, with other banks and financial institutions as counterparties. For example, we enter into credit derivatives with banks, broker-dealers, insurance companies and other financial institutions for managing credit risk exposures, for facilitating client transactions, and for proprietary trading purposes. The notional amount of the protection we sold through these instruments was ¥2.91 trillion as of March 31, 2017.

In addition, financial difficulties relating to financial institutions could indirectly have an adverse effect on us because:

we may be requested to participate in providing assistance to support distressed financial institutions that are not our consolidated subsidiaries;

the government may elect to provide regulatory, tax, funding or other benefits to those financial institutions to strengthen their capital, facilitate their sale or otherwise, which in turn may increase their competitiveness against us;

deposit insurance premiums could rise if deposit insurance funds prove to be inadequate;

bankruptcies or government support or control of financial institutions could generally undermine confidence in financial institutions or adversely affect the overall banking environment;

failures or financial difficulties experienced by other financial institutions could result in additional regulations or requirements that increase the cost of business for us; and

negative media coverage of the financial industry, regardless of its accuracy and applicability to us, could affect customer or investor sentiment, harm our reputation and have a materially adverse effect on our business or the price of our securities.

***Because of our loans to consumers and our shareholdings in companies engaged in consumer lending, changes in the business or regulatory environment for consumer finance companies in Japan may further adversely affect our financial results.***

We have a large loan portfolio in the consumer lending industry as well as large shareholdings in subsidiaries and equity method investees in the consumer finance industry. Our domestic loans to consumers amount to approximately one-seventh of our total outstanding loans. Of this amount, the consumer loans provided by Mitsubishi UFJ NICOS, Co., Ltd., which is our primary consumer financing subsidiary, were ¥593.2 billion as of March 31, 2017, compared to ¥593.9 billion as of March 31, 2016.

Mitsubishi UFJ NICOS's consumer loan portfolio has been adversely affected by a series of regulatory reforms recently implemented in Japan, which has affected the consumer lending industry in recent years. In December 2006, the Japanese Diet passed legislation to reform the regulations relating to the consumer lending business, including amendments to the Act Regulating the Receipt of Contributions, the Receipt of Deposits, and Interest Rates, which, effective June 18, 2010, reduced the maximum permissible interest rate from 29.2% per

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annum to 20% per annum. The regulatory reforms also included amendments to the Money Lending Business Act, which, effective June 18, 2010, abolished the so-called gray-zone interest. Gray-zone interest refers to interest rates exceeding the limits stipulated by the Interest Rate Restriction Act (between 15% per annum to 20% per annum depending on the amount of principal). Prior to June 18, 2010, gray-zone interest was permitted under certain conditions set forth in the Money Lending Business Act. As a result of the regulatory reforms, all interest rates are now subject to the lower limits imposed by the Interest Rate Restriction Act, compelling lending institutions, including our consumer finance subsidiaries and equity method investees, to lower the interest rates they charge borrowers. The regulations that became effective on June 18, 2010 also have had a further negative impact on the business of consumer finance companies as one of the new regulations requires, among other things, consumer finance companies to limit their lending to a single customer to a maximum of one third of the customer's annual income regardless of the customer's repayment capability, significantly affecting consumer financing companies.

The regulations and regulatory reforms affecting the consumer finance business were one of the main factors that contributed to the decrease in interest income attributable to our consumer finance business. Our interest income attributable to the consumer finance business was approximately ¥190 billion and ¥160 billion for the fiscal years ended March 31, 2009 and 2010, respectively. However, following the regulatory changes in June 2010, our interest income attributable to the consumer finance business substantially decreased. For the fiscal year ended March 31, 2017, our interest income attributable to the consumer finance business was approximately ¥90 billion.

In addition, as a result of decisions by the Supreme Court of Japan prior to June 18, 2010 imposing stringent requirements under the Money Lending Business Act for charging gray-zone interest rates, consumer finance companies have experienced a significant increase in borrowers claims for reimbursement of previously collected interest payments in excess of the limits stipulated by the Interest Rate Restriction Act.

Following the various legal developments in June 2010 and other industry developments, Mitsubishi UFJ NICOS revised its estimate of allowance for repayment of excess interest by updating management's future forecast to reflect new reimbursement claims information and other data. As of March 31, 2015, 2016 and 2017, we had ¥36.3 billion, ¥47.2 billion and ¥39.4 billion of allowance for repayment of excess interest, respectively. For the same periods, one of our equity method investees engaged in consumer lending, ACOM CO., LTD., had a negative impact of ¥19.7 billion, ¥22.4 billion and ¥56.9 billion, respectively, on net equity in losses of equity method investees in our consolidated statements of income. We intend to carefully monitor future developments and trends.

These developments have adversely affected, and these and any future developments may further adversely affect, the operations and financial condition of our subsidiaries, equity method investees and borrowers which are engaged in consumer lending, which in turn may affect the value of our related shareholdings and loan portfolio.

***Our business may be adversely affected by competitive pressures, which have partly increased due to regulatory changes and recent market changes in the financial industry domestically and globally.***

In recent years, the Japanese financial system has been undergoing significant changes and regulatory barriers to competition have been reduced. Recent advances in information and communication technology have also allowed non-financial institutions to enter the financial services industry with alternative services, and such new entrants could become substantial competition to us. In addition, mergers and restructuring in the financial sector in Japan may adversely affect our competitive position. Partly to deal with these developments, as part of our strategy to realign the functions of our subsidiaries, we plan to transfer MUTB's corporate and other loan-related business to BTMU in or around April 2018. Our competitive position in the corporate loan-related market may weaken if MUTB's corporate customers move their accounts to a competitor or otherwise reduce their loan balances with MUTB or BTMU to keep their funding sources diversified in anticipation, or as a result, of the planned transaction between MUTB and BTMU. Our competitive position in the corporate loan-related market may also weaken if we are unable to complete the transaction as planned or to realize the expected benefits of the transaction.





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In the overseas markets, advances in information and communications technology have allowed non-financial institutions to enter the financial services industry, and such new entrants could become substantial competition to us. Competition may further increase as U.S. and European financial institutions have recently been regaining and enhancing their competitive strength. We also face intensifying competition in areas of our strategic expansion. For example, the Japanese mega banks, including us, and other major international banks have been expanding their operations in the Asian market, where leading local banks have recently been growing and increasing their presence. In addition, there has been significant consolidation and convergence among financial institutions domestically and globally, and this trend may continue in the future and further increase competition in the market. A number of large commercial banks and other broad-based financial services firms have merged or formed strategic alliances with, or have acquired, other financial institutions both in Japan and overseas. As a result of the strategic alliance and the joint venture companies that we formed with Morgan Stanley, we may be perceived as a competitor by some of the financial institutions with which we had a more cooperative relationship in the past. The ongoing global financial regulatory reforms may also lead to changes in the competitive environment for financial institutions. If we are unable to compete effectively in this more competitive and deregulated business environment, our business, results of operations and financial condition will be adversely affected. For a more detailed discussion of our competition in Japan, see Item 4.B. Information on the Company Business Overview Competition.

***Future changes in accounting standards or methods could have a negative impact on our business and results of operations.***

Future developments or changes in accounting standards are unpredictable and beyond our control. For example, in response to the recent instabilities in global financial markets, several international organizations which set accounting standards have released proposals to revise standards on accounting for financial instruments. Accounting standards applicable to financial instruments remain subject to debate and revision by international organizations which set accounting standards. If the current accounting standards change in the future, the reported values of some of our financial instruments may need to be modified, and such modification could have a significant impact on our financial results or financial condition. In addition, the bodies that interpret the accounting standards may change their interpretations, or we may elect to modify our accounting methods to improve our financial reporting, and such change or modification may also have a significant impact on our financial results or financial condition. For more information, see Item 5. Operating and Financial Review and Prospects Critical Accounting Estimates.

We could also be required to incur significant expenses to comply with new accounting standards and regulations. For example, if we adopt a new accounting system in the future, we may be required to incur significant additional costs for establishing and implementing effective internal controls, which may materially and adversely affect our financial condition and results of operations.

***Transactions with counterparties in countries designated by the U.S. Department of State as state sponsors of terrorism may lead some potential customers and investors in the United States and other countries to avoid doing business with us or investing in our shares.***

We, through our subsidiaries, engage in business activities with entities in or affiliated with Iran, including transactions with counterparties owned or controlled by the Iranian government, and our commercial banking subsidiary has a representative office in Iran. The U.S. Department of State has designated Iran and other countries as state sponsors of terrorism, and U.S. law generally prohibits U.S. persons from doing business with such countries. We currently have business activities with entities in or affiliated with such countries in accordance with our policies and procedures designed to ensure compliance with regulations applicable in the jurisdictions in which we operate.

We have loan transactions with counterparties in or affiliated with Iran, the outstanding balance of which was approximately \$0.5 million, representing less than 0.0001% of our total assets, as of March 31, 2017. We do



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not have any loans outstanding to the financial institutions specifically listed by the U.S. government. In addition to such loan transactions, our other transactions with counterparties in or affiliated with countries designated as state sponsors of terrorism consist of receiving deposits or holding assets on behalf of individuals residing in Japan who are citizens of countries designated as state sponsors of terrorism, processing payments to or from entities in or affiliated with these countries on behalf of our customers, and issuing letters of credit and guarantees in connection with transactions with entities in or affiliated with such countries by our customers. These transactions do not have a material impact on our business or financial condition. For a further discussion of transactions required to be disclosed under the U.S. Iran Threat Reduction and Syria Human Rights Act of 2012, see Item 4.B. Information on the Company Business Overview Supervision and Regulation United States Disclosure pursuant to Section 13(r) of the Securities Exchange Act of 1934.

We are aware of initiatives by U.S. governmental entities and non-governmental entities, including institutional investors such as pension funds, to adopt or consider adopting laws, regulations or policies prohibiting transactions with or investment in, or requiring divestment from, entities doing business with Iran and other countries identified as state sponsors of terrorism. It is possible that such initiatives may result in our being unable to gain or retain entities subject to such prohibitions as customers, counter-parties or investors in our shares. In addition, depending on socio-political developments, our reputation may suffer due to our transactions with counterparties in or affiliated with these countries. The above circumstances could have an adverse effect on our business and financial condition.

Global financial institutions, including us, have become subject to an increasingly complex set of sanctions laws and regulations in recent years, and this regulatory environment is expected to continue. Moreover, the measures proposed or adopted vary across the major jurisdictions, increasing the cost and resources necessary to design and implement an appropriate global compliance program. The U.S. federal government and some state governments in the United States have enacted legislation designed to limit economic and financial transactions with Iran by limiting the ability of financial institutions that may have engaged in any one of a broad range of activities related to Iran to conduct various transactions in the relevant jurisdictions. The Japanese government has also implemented a series of measures under the Foreign Exchange and Foreign Trade Act, such as freezing the assets of persons involved in Iran's sensitive nuclear activities and development of nuclear weapon delivery systems, and our most recently modified policies and procedures take into account the current Japanese regulatory requirements. We continue to work to improve our policies and procedures to comply with such legislative and regulatory requirements. There remains a risk of potential regulatory action against us, however, if regulators perceive the modified policies and procedures not to be in compliance with applicable legislation and regulations.

***We may not be able to maintain our capital ratios above minimum required levels, which could result in the suspension of some or all of our operations.***

We, as a holding company, and our Japanese banking subsidiaries are required to maintain risk-weighted capital ratios above the levels specified in the capital adequacy guidelines of the FSA which have been revised as of March 31, 2013, as described below. As of March 31, 2017, our total risk-adjusted capital ratio was 15.85% compared to the minimum risk-adjusted capital ratio required of 10.00%, our Tier 1 capital ratio was 13.36% compared to the minimum Tier 1 capital ratio required of 8.00%, and our Common Equity Tier 1 capital ratio was 11.76% compared to the minimum Common Equity Tier 1 capital ratio required of 6.50%, each including a capital conservation buffer of 1.25% and a G-SIB surcharge of 0.75%. Our capital ratios are calculated in accordance with Japanese banking regulations based on information derived from our financial statements prepared in accordance with Japanese GAAP. In addition, we and some of our subsidiaries are also subject to the capital adequacy rules of various foreign countries, including the United States. We or our banking subsidiaries may be unable to continue to satisfy the capital adequacy requirements because of:

increases in our and our banking subsidiaries' credit risk assets and expected losses because of fluctuations in our or our banking subsidiaries' portfolios due to deterioration in the creditworthiness of borrowers and the issuers of equity and debt securities;

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difficulty in refinancing or issuing instruments upon redemption or at maturity of such instruments to raise capital under terms and conditions similar to prior financings or issuances;

declines in the value of our or our banking subsidiaries' securities portfolios;

adverse changes in foreign currency exchange rates;

adverse revisions to the capital ratio requirements;

reductions in the value of our or our banking subsidiaries' deferred tax assets; and

other adverse developments.

The Group of Central Bank Governors and Heads of Supervision has made a series of announcements regarding the new global regulatory framework, which has been referred to as Basel III, to strengthen the regulation, supervision and risk management of the banking sector. Various Basel III measures are being phased in from the calendar year 2013, including those designed to raise the level of minimum capital requirements and to establish an internationally harmonized leverage ratio and a global minimum liquidity standard. In addition, the Basel Committee on Banking Supervision has proposed additional loss absorbency requirements to supplement the Common Equity Tier 1 capital requirement ranging from 1% to 3.5% for G-SIBs, depending on the bank's systemic importance. The Financial Stability Board identified us as a G-SIB in its most recent annual report published in November 2016, and indicated that, as a G-SIB, we would be required to hold an additional 1.5% of Common Equity Tier 1 capital. The group of banks identified as G-SIBs is expected to be updated annually. The stricter capital requirements are being implemented in phases between January 1, 2016 and December 31, 2018 and will become fully effective on January 1, 2019. Based on the Basel III framework, the Japanese capital ratio framework has been revised to implement the more stringent requirements, which are being implemented in phases beginning on March 31, 2013. Likewise, local banking regulators outside of Japan, such as those in the United States, have begun, or are expected, to revise the capital and liquidity requirements imposed on our subsidiaries and operations in those countries to implement the more stringent requirements of Basel III as adopted in those countries.

In November 2015, the Financial Stability Board issued the final Total Loss-Absorbing Capacity, or TLAC, standard for G-SIBs, including us. The TLAC standard defines a minimum requirement for the instruments and liabilities that should be readily available to absorb losses in resolution. Under the standard, each G-SIB is required to hold TLAC debt in an amount not less than 16% of its risk-weighted assets and 6% of the applicable Basel III leverage ratio denominator by January 1, 2019, and not less than 18% of its risk-weighted assets and 6.75% of the applicable Basel III leverage ratio denominator by January 1, 2022. The Financial Stability Board's standard is subject to regulatory implementation in each jurisdiction, including Japan, and specific requirements as implemented in Japan may not be the same as the Financial Stability Board's TLAC standard. Although the FSA has not yet finalized TLAC requirements for Japanese G-SIBs, we have commenced issuing senior debt securities that are intended to qualify as TLAC debt. However, there is no assurance that our senior debt securities will qualify as such, and we may have difficulty meeting the TLAC requirements.

Under the capital adequacy guidelines of the FSA, which have been revised in connection with the adoption of Basel III, there is a transitional measure relating to the inclusion as a capital item of capital raising instruments issued in or prior to March 2013, and such instruments can be included as a capital item when calculating capital ratios to the extent permitted by the transitional measure. Such capital raising instruments may require refinancing upon the expiration of the transition period during which such instruments can be included as a capital item in the calculation of capital ratios. However, in order for newly issued capital raising instruments, other than common stock, to be included as a capital item in the calculation of capital ratios under the capital adequacy guidelines, such instruments must have a clause in their terms and conditions that requires them to be written off or converted into common stock upon the occurrence of certain events, including when the issuing financial institution is deemed non-viable or when the issuing financial institution's capital ratios decline below prescribed levels. As a result, under certain market conditions, we may be unable to refinance or issue capital.



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raising instruments under terms and conditions similar to those of capital raising instruments issued in or prior to March 2013. If such circumstances arise, our and our banking subsidiaries' capital could be reduced, and our and our bank subsidiaries' capital ratios could decrease.

In addition, under the FSA's capital adequacy guidelines, deferred tax assets can be included as a capital item when calculating capital ratios up to a prescribed amount. However, this upper limit is expected to be reduced in phases. If, and to the extent, the amount of deferred tax assets exceeds this limit and cannot be included in Common Equity Tier 1 capital, our and our banking subsidiaries' capital ratios could decrease.

If our capital ratios fall below required levels, the FSA could require us to take a variety of corrective actions, including withdrawal from all international operations or suspension of all or part of our business operations. In addition, if the capital ratios of our subsidiaries subject to capital adequacy rules of foreign jurisdictions fall below the required levels, the local regulators could also take action against them that may result in reputational damage or financial losses to us. Since maintaining our capital ratios at acceptable levels is crucial to our business, our management devotes a significant amount of attention and resources to capital ratio related issues and may also significantly alter our business strategy or operations if our capital ratios decline to unacceptable levels. For a discussion of our capital ratios and the related regulatory guidelines, see Item 4.B. Information on the Company Business Overview Supervision and Regulation and Item 5.B. Operating and Financial Review and Prospects Liquidity and Capital Resources Capital Adequacy.

*If the goodwill recorded in connection with our acquisitions becomes impaired, we may be required to record impairment losses, which may adversely affect our financial results.*

In accordance with U.S. GAAP, we account for our business combinations using the acquisition method of accounting. We recorded the excess of the purchase price over the fair value of the assets and liabilities of the acquired companies as goodwill. U.S. GAAP requires us to test goodwill for impairment at least annually, or more frequently if events or changes in circumstances indicate that goodwill may be impaired. As of March 31, 2017, the total balance of goodwill was ¥450.1 billion.

For the fiscal years ended March 31, 2016 and 2017, we recognized ¥4.3 billion and ¥6.6 billion, respectively, in impairment of goodwill relating to a reporting unit within the Trust Assets Business Group segment as we readjusted our future cash flow projection of the reporting unit in this segment, considering the relevant subsidiaries' recent business performance. For the fiscal year ended March 31, 2016, we also recognized ¥151.7 billion in impairment of goodwill relating to the reporting unit other than MUAH and Krungsri within the Global Business Group segment as our stock price decreased from ¥743.7 on March 31, 2015 to ¥521.5 on March 31, 2016. Our stock price was adversely impacted by the Bank of Japan's announcement of implementation in January 2016 of the negative interest rate on certain current account amounts that financial institutions hold at the Bank of Japan, and the appreciation of the Japanese yen against other major currencies. In addition, we recognized ¥177.8 billion in impairment of goodwill relating to the Krungsri reporting unit within the Global Business Group segment as Krungsri's stock price declined from THB44.75 on December 31, 2014 to THB29.75 on December 31, 2015. Krungsri's stock price was adversely impacted by the slowing economic growth in Thailand. Accordingly, the fair values of these reporting units were considered to have fallen below their carrying amounts. As a result, the carrying amounts of the reporting units' goodwill exceeded the implied fair values of the reporting units' goodwill, and the impairment losses were recognized on the related goodwill. See Item 5.B. Operating and Financial Review and Prospects Operating Results Impairment of goodwill.

We may be required to record additional impairment losses relating to goodwill in future periods if the fair value of any of our reporting units declines below the fair value of related assets net of liabilities. Any additional impairment losses will negatively affect our financial results, and the price of our securities could be adversely affected. For a detailed discussion of our periodic testing of goodwill for impairment and the goodwill recorded, see Item 5. Operating and Financial Review and Prospects Critical Accounting Estimates Accounting for Goodwill and Intangible Assets.



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### ***A downgrade of our credit ratings could adversely affect our ability to access and maintain liquidity.***

Any downgrade of the credit ratings assigned to us or our debt securities by Moody's, Fitch, Standard & Poor's or any other credit rating agency could increase the cost, or decrease the availability, of our funding, particularly in U.S. dollars and other foreign currencies, adversely affect our liquidity position or net interest margin, trigger additional collateral or funding obligations, and result in losses of depositors, investors and counterparties willing or permitted to transact with us, thereby reducing our ability to generate income and weakening our financial position.

Rating agencies regularly evaluate us and our major subsidiaries as well as our and their respective debt securities. Their ratings are based on a number of factors, including their assessment of the relative financial strength of MUFG or of the relevant subsidiary, as well as conditions generally affecting the financial services industry in Japan or on a global basis, some of which are not entirely within our control. As a result of changes in their evaluation of these factors or in their rating methodologies, rating agencies may downgrade our, or our subsidiaries', ratings.

In December 2014, Moody's downgraded the long-term credit ratings of BTMU and MUTB by one-notch from Aa3 to A1, the long-term credit rating of MUSHD by one-notch from A2 to A3, and the short-term credit rating of MUSHD by one-notch from P-1 to P-2. These downgrades followed the downgrade of the rating assigned to the Government of Japan from Aa3 to A1. In November 2015, Standard and Poor's changed the credit rating outlook for MUFG, BTMU and MUTB from stable to negative, following S&P's revision of its view on the economic risk trend in Japan's banking sector from stable to negative. In addition, in June 2016, Fitch changed the credit rating outlook of MUFG, BTMU and MUTB from stable to negative, following Fitch's change in the credit rating outlook for the Government of Japan from stable to negative.

Assuming all of the relevant credit rating agencies downgraded the credit ratings of MUFG, BTMU, MUTB and MUSHD by one-notch on March 31, 2017, we estimate that MUFG and its three main subsidiaries would have been required to provide additional collateral under their derivative contracts as of the same date of approximately ¥5.6 billion. Assuming a two-notch downgrade by all of the relevant credit rating agencies occurred on the same date, we estimate that the additional collateral requirements for MUFG, BTMU, MUTB and MUSHD under their derivative contracts as of the same date would have been approximately ¥10.0 billion. For additional information on the impact of recent downgrades, see Item 5.B. Operating and Financial Review and Prospects Liquidity and Capital Resources Financial Condition Sources of Funding and Liquidity.

### ***Our business operations are exposed to risks of natural disasters, terrorism and other disruptions caused by external events.***

As a major financial institution incorporated in Japan and operating in major international financial markets, our business operations, automatic teller machines, or ATMs, and other information technology systems, personnel, and facilities and other physical assets are subject to the risks of earthquakes, typhoons, floods and other natural disasters, terrorism, and other political and social conflicts, abduction, health epidemics, and other disruptions caused by external events, which are beyond our control. As a consequence of such external events, we may be required to incur significant costs and expenses for remedial measures or compensation to customers or transaction counterparties for resulting losses. We may suffer loss of facility, human and other resources. We may also suffer loss of business. In addition, such external events may have various other significant adverse effects, including deterioration in economic conditions, declines in the business performance of our borrowers and decreases in stock prices, which may result in higher credit costs or impairment or valuation losses on the financial instruments we hold. These effects could materially and adversely affect our business, operating results and financial condition.

As with other Japanese companies, we are exposed to heightened risks of large-scale natural disasters, particularly earthquakes. In particular, a large-scale earthquake occurring in the Tokyo metropolitan area could





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result in market disruptions or significant damage to, or losses of, tangible or human assets relating to our business and counterparties because many of our important business functions and many of the major Japanese companies and financial markets are located in the area. In addition, such an earthquake could cause a longer-term economic slowdown and a downgrade of Japan's sovereign credit rating due to increases in government spending for disaster recovery measures.

Our risk management policies and procedures may be insufficient to address the consequences of these external events, resulting in our inability to continue to operate a part or the whole of our business. In addition, our redundancy and backup measures may not be sufficient to avoid a material disruption in our operations, and our contingency and business continuity plans may not address all eventualities that may occur in the event of a material disruption caused by a large-scale natural disaster such as the March 2011 Great East Japan Earthquake, which led to tsunamis, soil liquefaction and fires, as well as electricity power supply shortages and electricity power conservation measures resulting from the suspension of the operations of the nuclear power plants.

***Failure to safeguard personal and other confidential information may result in liability, reputational damage or financial losses.***

As our operations expand in volume, complexity and geographic scope, we are exposed to increased risk of confidential information in our possession being lost, leaked, altered or falsified as a result of human or system error, misconduct, unlawful behavior or scheme, unauthorized access or natural or human-caused disasters. Our information systems and information management policies and procedures may not be sufficient to safeguard confidential information against such risks.

As a financial institution in possession of customer information, we are required to treat personal and other confidential information as required by the Act on the Protection of Personal Information and the Act on the Use of Personal Identification Numbers in the Administration of Government Affairs, as well as the Banking Law and the Financial Instruments and Exchange Act of Japan. In the event that personal information in our possession about our customers or employees is leaked or improperly accessed and subsequently misused, we may be subject to liability and regulatory action. We may have to provide compensation for economic loss and emotional distress arising out of a failure to protect such information. In addition, such incidents could create a negative public perception of our operations, systems or brand, which may in turn decrease customer and market confidence and materially and adversely affect our business, operating results and financial condition.

Moreover, any loss, leakage, alteration or falsification of confidential information, or any malfunction or failure of our information systems, may result in significant disruptions to our business operations or plans or may require us to incur significant financial, human and other resources to implement corrective measures or enhance our information systems and information management policies and procedures.

***Our operations are highly dependent on our information, communications and transaction management systems and are subject to an increasing risk of cyber-attacks and other information security threats and to changes in the business and regulatory environment.***

Our information, communications and transaction management systems, including, our own proprietary systems as well as those third-party systems which are provided for our use or to which our systems are connected, constitute a core infrastructure for our operations. Given our global operations with an extensive network of branches and offices, the proper functioning of our information, communications and transaction management systems is critical to our ability to efficiently and accurately process a large volume of transactions, ensure adequate internal controls, appropriately manage various risks, and otherwise service our clients and customers.

Cyber-attacks and other forms of unauthorized access and computer viruses are becoming increasingly more sophisticated and more difficult to predict, detect and prevent. For instance, bank internal financial transaction

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systems or automatic teller machines may become the target of cyber-attacks for monetary gain, and bank internal information systems may become the target of confidential information theft. In addition, banks' websites or customer internet banking systems may become the target of cyber-attacks for political and other purposes. These cyber threats, as well as our failure to appropriately and timely anticipate and deal with changes associated with technological advances and new systems and tools introduced in response to industry, regulatory and other developments, could cause disruptions to, and malfunctions of, such systems and result in unintended releases of confidential and proprietary information stored in or transmitted through the systems, interruptions in the operations of our clients, customers and counterparties, and deterioration in our ability to service our clients and customers. In addition, our banking and other transaction management systems may not meet all applicable business and regulatory requirements in an environment where such requirements are becoming increasingly sophisticated and complicated. These consequences could result in financial losses, including costs and expenses incurred in connection with countermeasures and improvements as well as compensation to affected parties, lead to regulatory actions, diminish our clients' and customers' satisfaction with and confidence in us, and harm our reputation in the market, which could in turn adversely affect our business, financial condition and results of operations.

## **Risks Related to Owning Our Shares**

*It may not be possible for investors to effect service of process within the United States upon us or our directors or management members, or to enforce against us or those persons judgments obtained in U.S. courts predicated upon the civil liability provisions of the U.S. federal or state securities laws.*

We are a joint stock company incorporated under the laws of Japan. Almost all of our directors or management members reside outside the United States. Many of our assets and the assets of these persons are located in Japan and elsewhere outside the United States. It may not be possible, therefore, for U.S. investors to effect service of process within the United States upon us or these persons or to enforce, against us or these persons, judgments obtained in the U.S. courts predicated upon the civil liability provisions of the U.S. federal or state securities laws.

We believe there is doubt as to the enforceability in Japan, in original actions or in actions brought in Japanese courts to enforce judgments of U.S. courts, of claims predicated solely upon the U.S. federal or state securities laws mainly because the Civil Execution Act of Japan requires Japanese courts to deny requests for the enforcement of judgments of foreign courts if foreign judgments fail to satisfy the requirements prescribed by the Civil Execution Act, including:

the jurisdiction of the foreign court be recognized under laws, regulations, treaties or conventions;

proper service of process be made on relevant defendants, or relevant defendants be given appropriate protection if such service is not received;

the judgment and proceedings of the foreign court not be repugnant to public policy as applied in Japan; and

there exist reciprocity as to the recognition by a court of the relevant foreign jurisdiction of a final judgment of a Japanese court.

Judgments obtained in the U.S. courts predicated upon the civil liability provisions of the U.S. federal or state securities laws may not satisfy these requirements.



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### **Risks Related to Owning Our American Depositary Shares**

*As a holder of American Depositary Shares, you have fewer rights than a shareholder of record in our shareholder register since you must act through the depositary to exercise these rights.*

The rights of our shareholders under Japanese law to take actions such as voting, receiving dividends and distributions, bringing derivative actions, examining our accounting books and records and exercising appraisal rights are available only to shareholders of record. Because the depositary, through its custodian, is the record holder of the shares underlying the American Depositary Shares, or ADSs, only the depositary can exercise shareholder rights relating to the deposited shares. ADS holders, in their capacity, will not be able to directly bring a derivative action, examine our accounting books and records and exercise appraisal rights. We have appointed The Bank of New York Mellon as depositary, and we have the authority to replace the depositary.

Pursuant to the deposit agreement among us, the depositary and a holder of ADSs, the depositary will make efforts to exercise voting or any other rights associated with shares underlying ADSs in accordance with the instructions given by ADS holders, and to pay to ADS holders dividends and distributions collected from us. However, the depositary can exercise reasonable discretion in carrying out the instructions or making distributions, and is not liable for failure to do so as long as it has acted in good faith. Therefore, ADS holders may not be able to exercise voting or any other rights in the manner that they had intended, or may lose some or all of the value of the dividends or the distributions. Moreover, the depositary agreement that governs the obligations of the depositary may be amended or terminated by us and the depositary without ADS holders' consent, notice, or any reason. As a result, ADS holders may be prevented from having the rights in connection with the deposited shares exercised in the way ADS holders had wished or at all.

ADS holders are dependent on the depositary to receive our communications. We send to the depositary all of our communications to ADS holders, including annual reports, notices and voting materials, in Japanese. ADS holders may not receive all of our communications with shareholders of record in our shareholder register in the same manner or on an equal basis. In addition, ADS holders may not be able to exercise their rights as ADS holders due to delays in the depositary transmitting our shareholder communications to ADS holders. For a detailed discussion of the rights of ADS holders and the terms of the deposit agreement, see Item 10.B. Additional Information Memorandum and Articles of Association American Depositary Shares.

### **Item 4. Information on the Company.**

#### **A. History and Development of the Company**

##### **Mitsubishi UFJ Financial Group, Inc.**

MUFG is a bank holding company incorporated as a joint stock company (*kaishiki kaisha*) under the Companies Act of Japan. We are the holding company for The Bank of Tokyo-Mitsubishi UFJ, Ltd., or BTMU, Mitsubishi UFJ Trust and Banking Corporation, or MUTB, Mitsubishi UFJ Securities Holdings Co., Ltd., or MUSHD, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., or MUMSS, Mitsubishi UFJ NICOS Co., Ltd., and other companies engaged in a wide range of financial businesses.

## Edgar Filing: MITSUBISHI UFJ FINANCIAL GROUP INC - Form 20-F

On April 2, 2001, The Bank of Tokyo-Mitsubishi, Ltd., Mitsubishi Trust and Banking Corporation, or Mitsubishi Trust Bank, and Nippon Trust and Banking Co., Ltd. established Mitsubishi Tokyo Financial Group, Inc., or MTFG, to be a holding company for the three entities. Before that, each of the banks had been a publicly traded company. On April 2, 2001, through a stock-for-stock exchange, they became wholly-owned subsidiaries of MTFG, and the former shareholders of the three banks became shareholders of MTFG. Nippon Trust and Banking was later merged into Mitsubishi Trust Bank.

On June 29, 2005, the merger agreement between MTFG and UFJ Holdings, Inc. was approved at the general shareholders meetings of MTFG and UFJ Holdings. As the surviving entity, MTFG was renamed Mitsubishi UFJ Financial Group, Inc. The merger of the two bank holding companies was completed on October 1, 2005.

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On September 30, 2007, MUSHD, which was then called Mitsubishi UFJ Securities Co., Ltd., or MUS, became our wholly-owned subsidiary through a share exchange transaction.

On October 13, 2008, we formed a global strategic alliance with Morgan Stanley and, as part of the alliance, made an equity investment in Morgan Stanley in the form of convertible and non-convertible preferred stock, and subsequently appointed a representative to Morgan Stanley's board of directors.

On October 21, 2008, we completed a tender offer for outstanding shares of ACOM CO., LTD. common stock, raising our ownership in ACOM to approximately 40%.

On November 4, 2008, BTMU completed the acquisition of all of the shares of common stock of UnionBanCal Corporation, or UNBC, not previously owned by BTMU and, as a result, UNBC became a wholly-owned indirect subsidiary of MUFG.

On May 1, 2010, we and Morgan Stanley integrated our securities and investment banking businesses in Japan into two joint venture securities companies, one of which is MUMSS. MUMSS was created by spinning off the wholesale and retail securities businesses conducted in Japan from MUSHD and subsequently assuming certain operations in Japan from a subsidiary of Morgan Stanley.

On June 30, 2011, we converted all of our Morgan Stanley's convertible preferred stock into Morgan Stanley's common stock, resulting in our holding approximately 22.4% of the voting rights in Morgan Stanley. Further, we appointed a second representative to Morgan Stanley's board of directors on July 20, 2011. Following the conversion on June 30, 2011, Morgan Stanley became our equity-method affiliate. As of March 31, 2017, we held approximately 23.3% of the voting rights in Morgan Stanley and had two representatives appointed to Morgan Stanley's board of directors. We and Morgan Stanley continue to pursue a variety of business opportunities in Japan and abroad in accordance with the global strategic alliance.

On December 18, 2013, we acquired approximately 72.0% of the total outstanding shares of Krungsri through BTMU. As a result of the transaction, Krungsri has become a consolidated subsidiary of BTMU.

On July 1, 2014, we integrated BTMU's operations in the Americas region with UNBC's operations, and changed UNBC's corporate name to MUFG Americas Holdings Corporation, or MUAH. On the same day, Union Bank, N.A., which is MUAH's principal subsidiary and our primary operating subsidiary in the United States, was also renamed MUFG Union Bank, N.A., or MUB. MUAH currently oversees BTMU's operations in the Americas region as well as the operations of MUB.

On January 5, 2015, BTMU integrated its Bangkok branch with Krungsri through a contribution in kind of the BTMU Bangkok branch business to Krungsri, and BTMU received newly issued shares of Krungsri common stock. As a result of this transaction, BTMU's ownership interest in Krungsri increased to 76.9%.



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In May 2017, we announced plans to transfer MUTB's corporate loan, project finance, real estate finance, and related foreign exchange and remittance operations to BTMU and to change BTMU's corporate name to MUFG Bank, Ltd. in or around April 2018, subject to regulatory approvals.

In May 2017, we agreed to make Mitsubishi UFJ NICOS a wholly owned subsidiary through a share purchase transaction in which we will acquire all of The Norinchukin Bank's 15.02% equity interest in Mitsubishi UFJ NICOS by way of a process pursuant to Article 767 of the Companies Act. The purchase transaction is expected to be completed on October 1, 2017.

Our registered address is 7-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo 100-8330, Japan, and our telephone number is 81-3-3240-8111.

For a discussion of recent developments, see Item 5. Operating and Financial Review and Prospects Recent Developments.

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### **The Bank of Tokyo-Mitsubishi UFJ, Ltd.**

BTMU is a major commercial banking organization in Japan that provides a broad range of domestic and international banking services from its offices in Japan and around the world. BTMU's registered head office is located at 7-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo 100-8388, Japan, and its telephone number is 81-3-3240-1111. BTMU is a joint stock company (*kabushiki kaisha*) incorporated in Japan under the Companies Act.

BTMU was formed through the merger, on January 1, 2006, of Bank of Tokyo-Mitsubishi and UFJ Bank Limited after their respective parent companies, MTFG and UFJ Holdings, merged to form MUFG on October 1, 2005.

Bank of Tokyo-Mitsubishi was formed through the merger, on April 1, 1996, of The Mitsubishi Bank, Limited and The Bank of Tokyo, Ltd.

The origins of Mitsubishi Bank can be traced to the Mitsubishi Exchange Office, a money exchange house established in 1880 by Yataro Iwasaki, the founder of the Mitsubishi industrial, commercial and financial group. In 1895, the Mitsubishi Exchange Office was succeeded by the Banking Division of the Mitsubishi Goshi Kaisha, the holding company of the Mitsubishi group of companies. Mitsubishi Bank had been a principal bank to many of the Mitsubishi group companies but broadened its relationships to cover a wide range of Japanese industries, small and medium-sized companies and individuals.

Bank of Tokyo was established in 1946 as a successor to The Yokohama Specie Bank, Ltd., a special foreign exchange bank established in 1880. When the government of Japan promulgated the Foreign Exchange Bank Law in 1954, Bank of Tokyo became the only bank licensed under that law. Because of its license, Bank of Tokyo received special consideration from the Ministry of Finance in establishing its offices abroad and in many other aspects relating to foreign exchange and international finance.

UFJ Bank was formed through the merger, on January 15, 2002, of The Sanwa Bank, Limited and The Tokai Bank, Limited.

Sanwa Bank was established in 1933 when the three Osaka-based banks, the Konoike Bank, the Yamaguchi Bank, and the Sanjyushi Bank merged. Sanwa Bank was known as a city bank having the longest history in Japan, since the foundation of Konoike Bank can be traced back to the Konoike Exchange Office established in 1656. The origin of Yamaguchi Bank was also a money exchange house, established in 1863. Sanjyushi Bank was founded by influential fiber wholesalers in 1878. The corporate philosophy of Sanwa Bank had been the creation of premier banking services especially for small and medium-sized companies and individuals.

Tokai Bank was established in 1941 when the three Nagoya-based banks, the Aichi Bank, the Ito Bank, and the Nagoya Bank merged. In 1896, Aichi Bank took over businesses of the Jyuichi Bank established by wholesalers in 1877 and the Hyakusanjyushi Bank established in 1878. Ito Bank and Nagoya Bank were established in 1881 and 1882, respectively. Tokai Bank had expanded the commercial banking business to contribute to economic growth mainly of the Chubu area in Japan, which is known for its manufacturing industries, especially automobiles.

### **Mitsubishi UFJ Trust and Banking Corporation**

MUTB is a major trust bank in Japan, providing trust and banking services to meet the financing and investment needs of clients in Japan and the rest of Asia, as well as in the United States and Europe. MUTB's registered head office is located at 4-5, Marunouchi 1-chome, Chiyoda-ku, Tokyo 100-8212, Japan, and its telephone number is 81-3-3212-1211. MUTB is a joint stock company (*kabushiki kaisha*) incorporated in Japan under the Companies Act.

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MUTB was formed on October 1, 2005 through the merger of Mitsubishi Trust Bank and UFJ Trust Bank Limited. As the surviving entity, Mitsubishi Trust Bank was renamed Mitsubishi UFJ Trust and Banking Corporation.

Mitsubishi Trust Bank traces its history to The Mitsubishi Trust Company, Limited, which was founded by the leading members of the Mitsubishi group companies in 1927. The Japanese banking and financial industry was reconstructed after World War II and, in 1948, Mitsubishi Trust Bank was authorized to engage in the commercial banking business, in addition to its trust business, under the new name Asahi Trust & Banking Corporation. In 1952, the bank changed its name again to The Mitsubishi Trust and Banking Corporation.

Nippon Trust and Banking and The Tokyo Trust Bank, Ltd., which were previously subsidiaries of Bank of Tokyo-Mitsubishi, was merged into Mitsubishi Trust Bank on October 1, 2001.

UFJ Trust Bank was founded in 1959 as The Toyo Trust & Banking Company, Limited, or Toyo Trust Bank. The Sanwa Trust & Banking Company, Limited, which was a subsidiary of Sanwa Bank, was merged into Toyo Trust Bank on October 1, 1999. The Tokai Trust & Banking Company, Limited, which was a subsidiary of Tokai Bank, was merged into Toyo Trust Bank on July 1, 2001. Toyo Trust Bank was renamed UFJ Trust Bank Limited on January 15, 2002.

### **Mitsubishi UFJ Securities Holdings Co., Ltd.**

MUSHD is a wholly-owned subsidiary of MUFG. MUSHD functions as an intermediate holding company of MUFG's global securities and investment banking businesses. MUSHD's registered head office is located at 5-2, Marunouchi 2-chome, Chiyoda-ku, Tokyo 100-0005, Japan, and its telephone number is 81-3-6213-2550. MUSHD is a joint stock company (*kabushiki kaisha*) incorporated in Japan under the Companies Act. MUSHD has major overseas subsidiaries in London, New York, Hong Kong, Singapore and Geneva.

In April 2010, MUSHD, which was previously called Mitsubishi UFJ Securities Co., Ltd., or MUS, became an intermediate holding company by spinning off its securities and investment banking business operations to a wholly-owned operating subsidiary established in December 2009, currently MUMSS. Upon the consummation of the corporate spin-off transaction, the intermediate holding company was renamed Mitsubishi UFJ Securities Holdings Co., Ltd. and the operating subsidiary was renamed Mitsubishi UFJ Securities Co., Ltd. The operating subsidiary was subsequently renamed MUMSS in May 2010 upon integration of our securities operations in Japan with those of Morgan Stanley.

MUS was formed through the merger between Mitsubishi Securities Co., Ltd. and UFJ Tsubasa Securities Co., Ltd. on October 1, 2005, with Mitsubishi Securities being the surviving entity. The surviving entity was renamed Mitsubishi UFJ Securities Co., Ltd. and, in September 2007, became our wholly-owned subsidiary through a share exchange transaction.

Mitsubishi Securities was formed in September 2002 through a merger of Bank of Tokyo-Mitsubishi's securities subsidiaries and affiliate, KOKUSAI Securities Co., Ltd., Tokyo-Mitsubishi Securities Co., Ltd. and Tokyo-Mitsubishi Personal Securities Co., Ltd., and Mitsubishi Trust Bank's securities affiliate, Issei Securities Co., Ltd. In July 2005, MTFG made Mitsubishi Securities a directly-held subsidiary by acquiring all of the shares of Mitsubishi Securities common stock held by Bank of Tokyo-Mitsubishi and Mitsubishi Trust Bank.

**Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.**

MUMSS is our core securities and investment banking subsidiary. MUMSS was created in May 2010 as one of the two Japanese joint venture securities companies between Morgan Stanley and us as part of our global strategic alliance. MUMSS succeeded to the investment banking operations conducted in Japan by a subsidiary of Morgan Stanley and the wholesale and retail securities businesses conducted in Japan by MUS. MUFG, through MUSHD, holds 60% voting and economic interests in MUMSS. MUMSS's registered head office is

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located at 5-2 Marunouchi 2-chome, Chiyoda-ku, Tokyo, 100-0005 Japan, and its telephone number is 81-3-6213-8500. MUMSS is a joint stock company (*kabushiki kaisha*) incorporated in Japan under the Companies Act. For more information on our joint venture securities companies, see B. Business Overview Global Strategic Alliance with Morgan Stanley.

### **Mitsubishi UFJ NICOS Co., Ltd.**

Mitsubishi UFJ NICOS is a major credit card company in Japan that issues credit cards, including those issued under the MUFG, NICOS, UFJ and DC brands, and provides a broad range of credit card and other related services for its card members in Japan. Mitsubishi UFJ NICOS is a consolidated subsidiary of MUFG. Mitsubishi UFJ NICOS's registered head office is located at 33-5, Hongo 3-chome, Bunkyo-ku, Tokyo 113-8411, Japan, and its telephone number is 81-3-3811-3111. Mitsubishi UFJ NICOS is a joint stock company (*kabushiki kaisha*) incorporated in Japan under the Companies Act.

On August 1, 2008, Mitsubishi UFJ NICOS became a wholly-owned subsidiary of MUFG through a share exchange transaction. On the same day, we entered into a share transfer agreement with Norinchukin Bank under which we sold some of our shares of Mitsubishi UFJ NICOS common stock to Norinchukin Bank. Currently, Mitsubishi UFJ NICOS is a consolidated subsidiary of MUFG. In March 2011, we and Norinchukin Bank made additional equity investments in Mitsubishi UFJ NICOS in proportion to our and Norinchukin Bank's respective beneficial ownership of approximately 85% and 15%, respectively.

Mitsubishi UFJ NICOS was formed through the merger, on April 1, 2007, of UFJ NICOS Co., Ltd. and DC Card Co., Ltd. As the surviving entity, UFJ NICOS Co., Ltd. was renamed Mitsubishi UFJ NICOS Co., Ltd.

UFJ NICOS was formed through the merger, on October 1, 2005, of Nippon Shinpan Co., Ltd. and UFJ Card Co., Ltd. Originally founded in 1951 and listed on the Tokyo Stock Exchange in 1961, Nippon Shinpan was a leading company in the consumer credit business in Japan. Nippon Shinpan became a subsidiary of MUFG at the time of the merger with UFJ Card.

Prior to the merger between MTFG and UFJ Holdings in October 2005, DC Card was a subsidiary of MTFG while UFJ Card was a subsidiary of UFJ Holdings.

### **B. Business Overview**

We are one of the world's largest and most diversified financial groups with total assets of ¥297.19 trillion as of March 31, 2017. The Group is comprised of BTMU, MUTB, MUMSS (through MUSHD), Mitsubishi UFJ NICOS and other subsidiaries and affiliates, for which we are the holding company. As a bank holding company, we are regulated under the Banking Law of Japan. Our services include commercial banking, trust banking, securities, credit cards, consumer finance, asset management, leasing and many more fields of financial services. The Group has the largest overseas network among the Japanese banks, comprised of offices and subsidiaries, including MUB and Krungsri, in about 50 countries.

Since April 2004, we have adopted an integrated business group system comprising our core business areas, which serve as the Group's core sources of net operating profit. As of March 31, 2017, we had five business segments: Retail Banking Business, Corporate Banking Business,

Trust Assets Business, Global Business and Global Markets Business.

MUFG's role as the holding company is to strategically manage and coordinate the activities of these business segments. Group-wide strategies are determined by the holding company and executed by the banking subsidiaries and other subsidiaries.

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### *MUFG Management Policy*

MUFG Group has formulated the Group Corporate Vision to clarify the nature of the Group's overall mission and the type of group it should aspire to be, and as a shared principle to unify the hearts and minds of Group employees, while meeting the expectations of our customers and society. Throughout the Group, the people of MUFG are working under three shared values: Integrity and Responsibility, Professionalism and Teamwork, and Challenging Ourselves to Grow while aiming to be the world's most trusted financial group.

We have declared our message to the world as "Quality for You," with management's emphasis on quality. "Quality for You" means that by providing high-quality services, we aspire to help improve the quality of the lives of individual customers and the quality of each corporate customer. The "You" expresses the basic stance of MUFG that we seek to contribute not only to the development of our individual customers but also communities and society. We believe that delivering superior quality services, reliability, and global coverage will result in more profound and enduring contributions to society.

### *Medium- and long-term management strategy*

The operating environment for financial institutions is transforming substantially amidst such trends as the changes in consumption patterns stemming from the aging of the Japanese population and its declining birthrate and the advance of information and communications technology. It is crucial to the further progress of the MUFG Group for us to maintain an accurate understanding of such changes, and undertake evolution and reformation of our business model as a preemptive response to these changes. Based on this recognition, the MUFG Group turned its eye toward expected operating environment changes over the next decade, and launched a new medium-term business plan. In this plan, we outline the strategies that we intend to implement over the first three-year period from the fiscal year ended March 31, 2016 to the fiscal year ending March 31, 2018. The basic policy of the medium-term business plan is defined as "Evolution and reformation to achieve sustainable growth for MUFG," and we have formulated Group business strategies and administrative practices and business foundation strategies of the plan based on three strategic focuses: Customer perspective, Group-driven approach, and Productivity improvements. Customer perspective calls on us to develop businesses based on changing customer needs. Group-driven approach inspires us to bolster inter-Group company unity and consider how to optimize our business on a Group-wide basis. Productivity improvements encapsulates our commitment to boosting competitiveness by pursuing higher levels of rationality and efficiency.

For the Group business strategies, we are seeking to enhance support for wealth accumulation and stimulation of consumption for individuals, contribute to the growth of small and medium-sized enterprises, and link contribution to the revitalization of the Japanese economy with the stable growth of MUFG in Japan. Globally, we aim to enhance and expand businesses by evolving and reforming our Corporate & Investment



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Banking, or CIB, model, sales and trading operation, and asset management and investor services operations. We are also working to further reinforce transaction banking operations and strengthen commercial banking platforms in Asia and the United States to construct a next-generation business base.

For the administrative practices and business foundation strategies, MUFG aims to streamline Group-wide operations and create administration practices that are appropriate for a global systemically important financial institution with maintaining a strong capital base as the first priority. This is expected to enable us continue to operate a business model that evolves and transforms on a Group-wide and global basis while taking steps to respond to the higher expectations of outside stakeholders.

### ***Retail Banking Business Group***

The Retail Banking Business Group covers all retail businesses, including commercial banking, trust banking and securities businesses, and offers a full range of banking products and services, including financial consulting services, to retail customers in Japan. This business group integrates the retail businesses of BTMU, MUTB, MUMSS, Mitsubishi UFJ NICOS and other affiliate companies of MUFG. We offer a full range of bank deposit products, including a non-interest-bearing deposit account that is redeemable on demand and intended primarily for payment and settlement functions. We also offer a variety of asset management and asset administration services, and trust products and other investment products, as well as other products and services described below.

### ***Business Environment and Management Strategy***

In Japan, the trends of decreasing birthrate and aging population continue to accelerate. We are also seeing increasing polarization of income and assets while the spread of information and communications technology is bringing further diversification of settlement methods. In this environment, we see MUFG contributing to sustained economic growth in Japan in two ways: (1) by promoting a shift to asset building from savings through our asset management business, and promoting the circulation of funds in the economy; and (2) by revitalizing personal consumption through our settlement and consumer finance businesses. We have strengthened our commitment to our customer-first undertakings by adopting in May 2017 the MUFG Basic Policy for Fiduciary Duties, our enhanced group-wide guidelines for providing customer-oriented products and services applicable to our asset management operations. Through these and other means, we aim to become the top financial group in the retail business segment, chosen by a wide variety of customers with our business spanning the generations.

### ***Responding to Investment Needs***

We aim to ensure that customers can adequately inform themselves of investment opportunities by providing various mediums such as appointments with representatives, seminars at branches with investment experts as lecturers, and investment consultation sessions on weekends and national holidays, and during evening hours. We have also been expanding our product lines, adding services such as investment trusts and foreign currency deposits, in order to be better able to respond to customers' various investment needs. In addition, we have been working proactively to promote the Japanese individual savings account system, generally referred to as the Nippon Individual Savings Account, or NISA, program, which offers tax exemptions on capital gains and dividend income for investments up to ¥1.2 million a year for a maximum of five years. Moreover, in January 2016, we launched a similar tax exemption program for customers who are under the age of 20 called the Junior NISA program. This program is intended to allow parents and grandparents to open and transfer their financial assets to savings accounts for the benefit of their children or grandchildren, through which investments may be made for up to ¥0.8 million a year for a maximum of five years. As of March 31, 2017, we had approximately 972,269 NISA and Junior NISA accounts.

We have focused on strengthening collaboration among our group companies. For example, foreign bonds made available by MUMSS and other group securities companies are also available at BTMU and MUTB. Also,

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BTMU provides Retail Money Desk services at 64 branches across Japan, where investment experts seconded from MUMSS respond to customers' sophisticated investment needs. We have implemented methods that are designed to better communicate information regarding product and service options to customers. The use of tablet computers enables BTMU's sales representatives to propose products and services that match individual customers' needs by showing them the latest market information, detailed information on major products and services, and asset management and life-plan simulations. All MUTB branches now offer Private Account, an asset management account service through which each customer can consult with his or her portfolio manager in person to manage investments according to a personalized plan.

### *Responding to Insurance Needs*

BTMU acts as a sales channel for a variety of insurance products, including annuity insurance, single premium whole life insurance, flat-rate premium whole life insurance, medical insurance, cancer insurance and nursing-care insurance. Insurance-sales specialists (insurance planners) and staff members who have taken insurance-sales and other relevant training take care of customers' various insurance needs. Individual annuity insurance, whole life insurance and medical insurance plans are available at all MUTB branches. Continued efforts will be made to further reinforce product lines and sales framework.

### *Responding to Needs Relating to Inheritance, Gift and Real Estate*

MUTB offers a number of services including a testamentary trust service called *Ishindenshin* which helps customers prepare, maintain and execute wills, an inheritance planning service called *Shisan Shokei Planning* which helps customers manage and analyze financial assets and real estate properties comprehensively, and an inheritance procedure support service called *Wakachi Ai* which helps customers navigate the necessary procedures upon inheritance. BTMU and MUMSS also offer inheritance-related products and services, serving as sales agents of MUTB. MUTB's asset management service called *Zutto Anshin Shintaku*, which helps customers and their families protect their funds and allows them to receive funds according to their chosen plan, received the Nikkei Veritas Award in the Nikkei Excellent Products & Services Awards for 2012. In April 2013, an educational fund gift trust product called *Magoyorokobu* was launched. BTMU also sells this product as a sales agent of MUTB. In June 2014, MUTB launched a new trust product called *Okuru shiawase*, a life-time gift trust product with services to assist customers with the execution of the gift. In April 2015, MUTB also began offering a new wedding and child-rearing support trust, a gift trust product through which customers can provide their children, grandchildren and others with support in the form of funds for their financial needs in connection with marriage and child-rearing. MUTB and Mitsubishi UFJ Real Estate Services offer real estate brokerage services for both investment and business properties and residential properties, responding to customers' various real-estate-related needs.

### *Responding to Loan Needs*

Under the Bank of Japan's negative interest rate policy, decreasing market interest rates has resulted in stronger demand for housing loans in Japan, which provides a business opportunity for us. With respect to housing loans, BTMU offers Loans with Supplemental Health Insurance for Seven Major Illnesses through a third party insurance company to help with loan payments in case of unexpected major illnesses such as cancer or heart attacks, a group credit life insurance plan which is mandatory for housing loans, with reduced qualification requirements (*Wide Danshin*) and a preferred interest rate plan (*Gunto Ureshii Housing Loan*). MUTB also offers housing loan plans incorporating *Wide Danshin* and other plans to respond to customers' needs. BTMU also offers Card Loans and Purpose-Specific Term Loans, depending on customers' needs. A card loan service called BANQUIC offers access to cash as quickly as in 40 minutes after the submission of an application through a video teller machine. Also, online applications are accepted 24 hours a day, 365 days a year, and the underwriting process can be completed as quickly as in 30 minutes. Applications are also accepted over the phone. Net DE Loan is a purpose-specific term loan, which BTMU-account-holder customers can, in most circumstances, apply for without visiting a bank branch. This loan can be used to pay for education, motor vehicle purchases and other purposes.



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### *Responding to Internet Banking Needs*

BTMU and MUTB offer Internet banking services called Mitsubishi Tokyo UFJ Direct and Mitsubishi UFJ Trust Direct, respectively, which allow customers to, among other things, transfer money, check their balance, make time deposits, make investments, apply for housing loans, and consult specialists regarding investments. The number of users of Mitsubishi Tokyo UFJ Direct has grown to approximately 17 million as of March 31, 2017. As a countermeasure to increasing online fraud and other crimes, in March 2015, BTMU started to distribute key cards through which customers can obtain a one-time temporary pass code to access their online banking accounts.

Jibun Bank Corporation was founded by BTMU in collaboration with KDDI Corporation in June 2008. The convenience that Jibun Bank offers by allowing users to execute transactions at any time on their cellphones has attracted customers in a wide age group. In addition to enabling users to check their balance and transfer money, Jibun Bank offers other products and services such as yen-denominated time deposits, foreign currency deposits, and Jibun Bank FX (over-the-counter foreign exchange margin trading). As of March 31, 2017, Jibun Bank had approximately 2.4 million retail customer accounts with a total balance of deposits of ¥771 billion.

### *Payment Business*

Mitsubishi UFJ NICOS offers a variety of credit cards, including MUFG Card (Gold Card), a credit card with an annual fee starting at as low as ¥1,905 before tax. With five international credit card brands (JCB, Visa, Master Card®, American Express® and China UnionPay) available, MUFG Card is designed to meet customers' various needs. BTMU's Mitsubishi Tokyo UFJ VISA offers various reward programs, such as cash-back in exchange for earned points. To accommodate the diverse needs of consumers, BTMU also offers a debit card called Mitsubishi Tokyo UFJ VISA Debit. The number of debit cards issued was approximately 1,158,397 as of March 31, 2017.

### *Branch and ATM Networks*

We have an extensive network of branches in Japan, mostly in the greater Tokyo, Nagoya and Osaka areas, including 685 BTMU branches, 54 MUTB branches and 62 MUMSS branch offices as of March 31, 2017. BTMU and MUTB have a nationwide ATM network consisting of BTMU's and MUTB's own ATMs located at their branches and third-party ATMs located at convenience stores and other locations outside of the BTMU and MUTB branches through which BTMU and MUTB provide ATM services. BTMU and MUTB each have a nationwide ATM network providing ATM access to BTMU customers at 48,866 locations and to MUTB customers at 35,195 locations as of March 31, 2017, in addition to their respective branches.

### *Finance Facilitation*

We believe that finance facilitation for customers is one of our most important social responsibilities and strive to exemplify that standard. Although the Act Concerning Temporary Measures to Facilitate Financing for Small and Medium-sized Firms and Others has expired in Japan, our basic policy has not changed. We seek to offer consultation and otherwise deal attentively with small and medium-sized enterprise customers who wish to modify terms and conditions for repayment.

*Strengthening the Compliance Framework*

We have been making efforts to strengthen our frameworks for customer protection and legal compliance. BTMU has 230 compliance specialists stationed at its branches across the country. As for MUTB, branches are given guidance by compliance officers based in the Head Office. We intend to continue to strictly monitor the legal compliance associated with selling financial products and services.

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### *Alliance in Japan*

On May 15, 2017, we announced plans to make Mitsubishi UFJ NICOS a wholly owned subsidiary through a share purchase transaction with Norinchukin Bank, which is expected to be completed on October 1, 2017. In conjunction with these plans, MUFG and Mitsubishi UFJ NICOS have agreed with Norinchukin Bank on an initiative to strengthen and expand their strategic alliance in the retail banking business.

See Item 5. Operating and Financial Review and Prospects Recent Developments.

### ***Corporate Banking Business Group***

The Corporate Banking Business Group covers domestic corporate businesses of BTMU, MUTB and MUSHD, including commercial banking, investment banking, trust banking and securities businesses, as well as businesses outside of Japan assisting mainly Japanese companies in executing and expanding their operations. Through the integration of these business lines, diverse financial products and services are provided mainly to our Japanese corporate customers, from large corporations to small and medium-sized enterprises. The business group has clarified strategic domains, sales channels and methods to match the different growth stages and financial needs of our corporate customers.

#### *Responding to Large Corporation s Needs*

We offer large Japanese corporations advanced financial solutions such as derivatives, securitization, syndicated loans and structured finance. Faced with the diversified and globalized needs of our customers, we also provide sophisticated solutions and strategic proposals through collaboration between MUFG group companies and BTMU overseas offices.

#### *Responding to Small and Medium-sized Enterprise s Needs*

We provide various financial solutions, such as loans and fund management, remittance and foreign exchange services, to meet the requirements of small and medium-sized enterprise customers. We also help our customers develop business strategies, such as overseas expansions, inheritance-related business transfers and stock listings.

#### *Transaction Banking*

As our customers continue to expand their businesses and investments overseas, they face various challenges in connection with the complex nature of global transaction banking. Through our highly sophisticated services and commitment to quality, we strive to assist our customers by offering efficient solutions, while taking advantage of our global network. At the same time, we have devoted substantial resources to the enhancement of various products, including cash management and trade finance related services, to assist our customers with their global growth strategies.

*Investment Banking*

A large part of our investment banking business in Japan is provided by MUMSS which was formed in May 2010 through the integration of the domestic wholesale and retail securities business previously conducted by MUS and the investment banking business conducted by Morgan Stanley Japan. See Global Strategic Alliance with Morgan Stanley below.

*Trust Banking*

MUTB's experience and know-how in corporate real estate strategy consulting, real estate brokerage and appraisal services, shareholder registry management services, shareholder and investor relations consulting, and consulting services relating to executive stock compensation programs using trust schemes also enable us to offer services tailored to the financial strategies of each client, including securitization of real estate, receivables and other assets.



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### *Focusing on infrastructure development*

We have been focusing on financing deals in the area of infrastructure development, such as electric power and renewable energy, by leveraging our experience, know-how and global network.

In May 2016, MUFG, BTMU, Mitsubishi UFJ Lease & Finance Company Limited, or MUL, Hitachi, Ltd. and Hitachi Capital Corporation agreed to form a capital and business alliance with an aim to assist Japanese companies with their overseas business development.

In connection with this alliance, BTMU, MUL, Hitachi Capital have established a joint venture called Japan Infrastructure Initiative Company Limited, or JII, in January 2017. JII commenced operations on April 1, 2017. Through the joint venture, we aim to offer a wide variety of financial solutions to our customers by effectively leveraging the business expertise and know-how of each of MUL, Hitachi Capital and JII and collaborating effectively with professionals from these entities.

See Item 5. Operating and Financial Review and Prospects Recent Developments.

### *Trust Assets Business Group*

The Trust Assets Business Group covers asset management and administration services for products such as pension trusts and security trusts by integrating the trust banking expertise of MUTB and the international strengths of BTMU. The business group provides a full range of services to corporate and pension funds, including stable and secure pension fund management and administration, advice on pension schemes, and payments to beneficiaries.

Our Trust Assets Business Group combines MUTB's trust assets business, comprising trust assets management services, asset administration and custodial services, and the businesses of Mitsubishi UFJ Investor Services & Banking (Luxembourg) S.A., or MIBL, Mitsubishi UFJ Fund Services Holdings Limited, or MFS, MUFG Capital Analytics LLC, or MCA, and Mitsubishi UFJ Kokusai Asset Management Co., Ltd.

Under the brand of MUFG Investor Services, MUTB, MIBL, MFS and MCA provide a full suite of global asset administration services, including fund administration, custody, securities lending, financing and foreign exchange as a one-stop shop.

In October 2016, MUTB acquired Rydex Fund Services, LLC, or RFS, the fund administration, fund accounting, and transfer agency services platform for the intermediary product line of Guggenheim Investments. Guggenheim Investments is the global asset management and investment advisory division of Guggenheim Partners. Following the acquisition, RFS was renamed MUFG Investor Services (US), LLC. The acquisition is part of MUTB's strategic initiative of acquiring overseas fund management companies in an effort to develop the global fund administration business under the MUFG Investor Services brand.

See Item 5. Operating and Financial Review and Prospects Recent Developments.

Mitsubishi UFJ Kokusai Asset Management provides investment trust products mainly to individual customers and corporate clients in Japan.

With an aim to further enhance its business, MUTB maintains strategic alliances with overseas asset management companies, including AMP Capital Holdings Limited, an Australian asset manager, and Aberdeen Asset Management PLC, a U.K. asset manager. Aberdeen is expected to be merged with Standard Life plc in or around the third quarter of the calendar year 2017.

***Global Business Group***

The Global Business Group covers the businesses of BTMU and MUSHD outside Japan, including corporate and commercial banking services such as loans, deposits and cash management, retail banking, trust

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assets, and securities businesses (with the retail banking and trust assets businesses being conducted through MUB in the United States and Krungsri in Thailand). Through a global network of approximately 1,200 offices outside of Japan, we provide customers with financial products and services that meet their increasingly diverse and sophisticated financing needs. The Global Business Group is charged with the responsibility of effectively coordinating and enhancing our group-wide efforts to strengthen and expand our businesses outside Japan. The Global Business Group is designed to bring together the leadership in, and enhance the coordination for, our business strategies outside Japan on a group-wide basis.

Global business development has been an important pillar of our growth strategy. Aiming to further raise our presence in the global financial market, we have shifted our approach from one where each of our group companies individually promoted its global business to a more group-wide approach. The new approach is designed to enable us to exercise our comprehensive expertise to provide our customers with value-added solutions and services more effectively.

### *CIB (Corporate and Investment Banking)*

Our global CIB business primarily serves large corporations, financial institutions, and sovereign and multinational organizations with a comprehensive set of solutions for their financing needs. Through our global network of offices and branches, we provide a full range of services, such as project finance, export credit agency finance, and financing through asset-backed commercial papers. We also provide investment banking services such as debt and equity issuance and M&A advisory services to help our customers develop their financial strategies and realize their goals. In order to meet customers' various financing needs, we have established a customer-oriented coverage model through which we coordinate our product experts who offer innovative financing services globally. We have further integrated the management of the operations of our commercial banking subsidiaries and our securities subsidiaries to enhance collaboration. We are one of the world's top providers of project finance, one of the core businesses of CIB. We provide professional services in arranging limited-recourse finance and offering financial advice in various sectors, including natural resources, power, and infrastructure, backed by our experience, expertise, knowledge, and global network.

### *Transaction Banking*

We have Transaction Banking offices in eight locations around the globe through which we provide commercial banking products and services primarily for large corporations and financial institutions in managing and processing domestic and cross-border payments, mitigating risks in international trade, and providing working capital optimization. We have established the Transaction Banking Group within BTMU, which oversees its entire transaction banking operations globally, in order to enhance governance, management and quality of services in these operations. Under the Transaction Banking Group, a team of approximately 2,000 officers provides customers with support for their domestic, regional and global trade finance and cash management programs through our extensive global network.

### *MUFG Union Bank, N.A. (MUB)*

MUB is the primary subsidiary of MUAH, which is our wholly owned subsidiary and which is a bank holding company in the United States. Effective July 1, 2014, BTMU's operations in the Americas region were integrated with MUAH's operations. MUAH oversees BTMU's operations in the Americas region and MUB is the primary operating entity of BTMU in the United States. MUB is a leading regional bank in California, ranked by the Federal Deposit Insurance Corporation, or FDIC, as the 22nd largest bank in the United States in terms of total deposits as of December 2016. MUB provides a wide range of financial services to consumers, small businesses, middle-market companies and major corporations, primarily in California, Oregon, Washington, and Texas as well as nationally and internationally.

In April 2015, Stephen E. Cummings, a former UBS executive, was appointed President & CEO of MUB and Managing Executive Officer of BTMU with authority over all of BTMU's U.S. businesses. Mr. Cummings is

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the first non-Japanese CEO of our operations in the United States, where we aim to expand our business and strengthen our governance. In May 2017, he was appointed CEO for the Americas of BTMU with additional authority to manage BTMU's operations in Latin America and Canada, while remaining President & CEO for MUAH and MUB.

In July 2016, MUAH was designated as MUFG's U.S. intermediate holding company, or IHC, to comply with the FRB's enhanced prudential standards. As of that date, BTMU, MUTB and MUSHD transferred to MUAH their ownership interests in their U.S. subsidiaries and affiliates, namely, BTMU Capital Corporation, BTMU Securities, Inc., MUFG Americas Capital Company, Morgan Stanley MUFG Loan Partners, LLC, MUFG Fund Services (USA) LLC, and MUFG Securities Americas Inc.

Effective July 1, 2017, BTMU and MUTB transferred to MUAH their ownership interests in other U.S. subsidiaries and affiliates, namely, BTMU Leasing & Finance, Inc., BTMU LF Capital LLC, MUFG Capital Analytics, LLC, and MUFG Investors Services(US), LLC.

See Item 3.D. Key Information Risk Factors Risks Related to Our Business Any adverse changes in the business of MUFG Americas Holdings Corporation, an indirect wholly-owned subsidiary in the United States, could significantly affect our results of operations.

### *Bank of Ayudhya Public Company Limited (Krungsri)*

Krungsri is a major subsidiary of BTMU in Thailand. Krungsri provides a comprehensive range of banking, consumer finance, investment, asset management, and other financial products and services to individual consumers, small and medium-sized enterprises, and large corporations mainly in Thailand. In addition, Krungsri's consolidated subsidiaries include a major credit card issuer in Thailand as well as a major automobile financing service provider, an asset management company, and a microfinance service provider in Thailand.

MUFG holds a 76.88% ownership interest in Krungsri through BTMU as of March 31, 2017. By combining Krungsri's local franchise with competitive presence in the retail and SME banking markets in Thailand with BTMU's global financial expertise, we seek to offer a wider range of high-value financial services to a more diverse and larger customer base.

In September 2016, Krungsri acquired Hattha Kaksekar Limited, a leading microfinance institution in Cambodia. Through this acquisition, we seek to enter the microfinance market in Cambodia by leveraging the know-how of Ngerm Tid Lor Co., Ltd., a subsidiary of Krungsri engaged in the microfinance business in Thailand.

See Item 5. Operating and Financial Review and Prospects Recent Developments and Item 3.D. Key Information Risk Factors Risks Related to Our Business Any adverse changes in the business of Bank of Ayudhya, an indirect subsidiary in Thailand, could significantly affect our results of operations.

### *Activities in Asia*

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We have been expanding our operations in Asia in an effort to further develop our businesses abroad. We have opened four overseas branches and one overseas representative office since January 2015, namely, Yangon branch in Myanmar, Colombo representative office in Sri Lanka, Kowloon branch in Hong Kong, BTMU (China) Fuzhou branch, and Kaohsiung branch in Taiwan.

In addition, in April 2016, BTMU acquired a 20.0% equity interest, on a fully diluted basis, in Security Bank Corporation, a leading commercial bank in the Philippines, as part of BTMU's capital and business alliance with Security Bank.

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See Item 5. Operating and Financial Review and Prospects Recent Developments and Item 3.D. Key Information Risk Factors Risks Related to Our Business Our strategy to expand the range of our financial products and services and the geographic scope of our business globally may fail if we are unable to anticipate or manage new or expanded risks that entail such expansion.

### *Global Markets Business Group*

The Global Markets Business Group covers the businesses specialized in financial markets products such as sales and trading, asset and liability management, and strategic investments globally on a group-wide basis. This business group covers the asset and liability management and strategic investment operations of BTMU and MUTB and the financial product sales and trading operations of BTMU, MUTB and MUSHD.

The establishment of the Global Markets Business Group in July 2012 resulted in the expansion of the coordination between the Global Business Group and the Global Markets Business Group at BTMU and the collaboration between the two Groups and MUSHD's foreign subsidiaries on some of those subsidiaries' sales and trading businesses. Through this collaboration, we sought to strengthen the cooperation between BTMU and MUSHD of their markets businesses and to expand our client base while improving our trading capabilities to seize interest rate and foreign exchange market opportunities for loans and corporate bond transactions. In April 2014, MUTB began to participate in the Global Markets Business Group in an effort to more fully enhance our group-wide capabilities. In November 2016, we completed the implementation phase of the integration of the sales and trading businesses of BTMU and MUS and MUMSS, and currently provide high-quality services across various regions, entities and products.

### *Sales and Trading*

We provide financing, hedging, and investing solutions to our retail, corporate, institutional, and governmental clients, through foreign exchange, bonds, equities, derivatives, and money market products. We are actively developing innovative financial products and services to offer and provide through our global network, which is designed to promptly meet diverse customer requirements.

### *Asset and Liability Management*

We manage our interest and liquidity risks residing in our balance sheets through, among other things, transactions designed to manage profit and loss impact attributable to interest rate movements based on our balance sheet forecasts, while aiming to maximize our profit at the same time primarily by investing in highly liquid government bonds such as Japanese government bonds and U.S. treasury bonds and also by utilizing other financial products such as interest rate swaps and cross currency swaps.

### *Strategic Investments*

We seek to enhance our profitability and diversify our portfolios by investing in financial products such as corporate bonds and funds.

**Global Strategic Alliance with Morgan Stanley**

As of March 31, 2017, we held approximately 432 million shares of Morgan Stanley's common stock representing approximately 23.3 % of the voting rights in Morgan Stanley and Series C Preferred Stock with a face value of approximately \$521.4 million and 10% dividend. As of the same date, we had two representatives appointed to Morgan Stanley's board of directors. We adopted the equity method of accounting for our investment in Morgan Stanley beginning with the fiscal year ended March 31, 2012.

In conjunction with Morgan Stanley, we formed two securities joint venture companies in May 2010 to integrate our respective Japanese securities companies. We converted the wholesale and retail securities



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businesses conducted in Japan by MUS into MUMSS. Morgan Stanley contributed the investment banking operations conducted in Japan by its former wholly-owned subsidiary, Morgan Stanley Japan, to MUMSS, and converted the sales and trading and capital markets businesses conducted in Japan by Morgan Stanley Japan into an entity called Morgan Stanley MUFG Securities, Co., Ltd., or MSMS. We hold a 60% economic interest in MUMSS and MSMS, and Morgan Stanley holds a 40% economic interest in MUMSS and MSMS. We hold a 60% voting interest and Morgan Stanley holds a 40% voting interest in MUMSS, and we hold a 49% voting interest and Morgan Stanley holds a 51% voting interest in MSMS. Morgan Stanley's and our economic and voting interests in the securities joint venture companies are held through intermediate holding companies. We have retained control of MUMSS and we account for our interest in MSMS under the equity method due to our significant influence over MSMS. The board of directors of MUMSS has fifteen members, nine of whom are designated by us and six of whom are designated by Morgan Stanley. The board of directors of MSMS has ten members, six of whom are designated by Morgan Stanley and four of whom are designated by us. The CEO of MUMSS is designated by us and the CEO of MSMS is designated by Morgan Stanley.

We have also expanded the scope of our global strategic alliance with Morgan Stanley into other geographies and businesses, including (1) a loan marketing joint venture that provides clients in the United States with access to the world-class lending and capital markets services from both companies, (2) business referral arrangements in Asia, Europe, the Middle East and Africa, covering capital markets, loans, fixed income sales and other businesses, (3) global commodities referral arrangements whereby BTMU and its affiliates refer clients in need of commodities-related hedging solutions to certain affiliates of Morgan Stanley, and (4) an employee secondment program to share best practices and expertise in a wide range of business areas.

Mitsubishi UFJ Morgan Stanley PB Securities Co., Ltd., in which MUMSS holds 75%, and BTMU holds the remaining 25%, of the voting rights, has an agreement with Morgan Stanley. Mitsubishi UFJ Morgan Stanley PB Securities leverages MUFG's broad customer base, utilizes Morgan Stanley's global and high quality insight, and further its collaborations with other group companies by strengthening its coordination with MUMSS. It aims for further development of its wealth management business, which is one of the largest in Japan.

See Item 3.D. Key Information Risk Factors Risks Related to Our Business If our strategic alliance with Morgan Stanley fails, we could suffer financial or reputational loss.

## **Competition**

We face strong competition in all of our principal areas of operation. The structural reforms in financial industry regulations and recent developments in financial markets have resulted in some significant changes in the Japanese financial system and prompted banks to merge or reorganize their operations, thus changing the nature of competition from other financial institutions as well as from other types of businesses.

### ***Japan***

Since their formation in 2000 and 2001, the so-called Japanese mega bank groups, including us, the Mizuho Financial Group and the Sumitomo Mitsui Financial Group, have continued to expand their businesses and take measures designed to enhance their financial group capabilities. For example, in July 2013, Mizuho Bank, Ltd. and Mizuho Corporate Bank, Ltd. merged, and the merged entity presently operates under the corporate name of Mizuho Bank, Ltd. In November 2015, SMBC Trust Bank, Ltd., a subsidiary of Sumitomo Mitsui Financial Group, acquired the retail banking business of Citibank Japan, Ltd.

Heightened competition among the mega bank groups is currently expected in various financial sectors as they have recently announced plans to expand, or have expanded, their respective businesses. For example, in the securities sector, in May 2010, in conjunction with Morgan Stanley, we created two securities joint venture companies in Japan, MUMSS and MSMS, by integrating the operations of MUS and Morgan Stanley Japan. In January 2013, Mizuho Securities and Mizuho Investors Securities Co., Ltd. merged. For a discussion of the two securities joint venture companies created by us and Morgan Stanley, see B. Business Overview Global Strategic Alliance with Morgan Stanley.

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In the retail business sector, customers often have needs for a broad range of financial products and services, such as investment trusts and insurance products. Recently, competition has increased due to the development of new products and distribution channels. For example, Japanese banks compete with one another by developing innovative proprietary computer technologies that allow them to deliver basic banking services in a more efficient manner and to create sophisticated new products in response to customer demand. Competition has also increased since the introduction in January 2014 of the Japanese individual savings account system, generally referred to as the NISA program, which currently offers tax exemptions on capital gains and dividend income for investments up to ¥1.2 million a year for a maximum of five years. In addition, in December 2015, Sumitomo Mitsui Trust Bank, Ltd. acquired Citi Cards Japan, Inc., which previously operated the credit card business of Citigroup Inc. in Japan.

In the private banking sector, competition among the mega bank groups has intensified as a result of recent corporate actions designed to strengthen their operations. We made Mitsubishi UFJ Merrill Lynch PB Securities Co., Ltd. a wholly owned subsidiary in December 2012 to enhance our private banking services for high net-worth customers, and changed its name to Mitsubishi UFJ Morgan Stanley PB Securities, Ltd. in March 2014. In October 2013, Sumitomo Mitsui Banking Corporation acquired the former Société Générale Private Banking Japan, Ltd. from Société Générale S.A. and changed its name to SMBC Trust Bank, Ltd.

In the consumer finance sector, recent regulatory reforms and legal developments have negatively impacted the business environment, resulting in failures of several consumer finance companies and intensified competition among consumer finance companies that have remained in business, particularly among those affiliated with the mega banks. In April 2012, Promise Co., Ltd. became a wholly owned subsidiary of the Sumitomo Mitsui Financial Group, and changed its name as SMBC Consumer Finance Co., Ltd. in July 2012. See [Item 3.D. Key Information Risk Factors Risks Related to Our Business](#) Because of our loans to consumers and our shareholdings in companies engaged in consumer lending, changes in the business or regulatory environment for consumer finance companies in Japan may further adversely affect our financial results.

The trust assets business is an area that is becoming increasingly competitive because of regulatory changes in the industry that have expanded the products and services that can be offered since the mid-2000s. In addition, there is growing corporate demand for changes in the trust regulatory environment, such as reforms of the pension system and related accounting regulations under Japanese GAAP. Competition may increase in the future as changes are made to respond to such corporate demand and regulatory barriers to entry are lowered. Competition is also expected to intensify as a result of recent integrations and entrants in the industry. For example, in April 2011, Sumitomo Trust and Banking and Chuo Mitsui Trust Holdings, Inc. established Sumitomo Mitsui Trust Holdings, Inc., a holding company, to integrate their operations. In April 2012, Sumitomo Trust and Banking, The Chuo Mitsui Trust and Banking Company, Limited and Chuo Mitsui Asset Trust and Banking Company, Limited, the three trust bank subsidiaries of Sumitomo Mitsui Trust Holdings, merged, and the surviving entity was renamed Sumitomo Mitsui Trust Bank. In July 2015, two of our asset management subsidiaries in Japan, Mitsubishi UFJ Asset Management Co., Ltd. and KOKUSAI Asset Management Co., Ltd. merged, and the surviving entity presently operates under the corporate name of Mitsubishi UFJ Kokusai Asset Management Co., Ltd. In August 2015, JP Asset Management Co., Ltd. was established as a joint venture with the Japan Post Group, Sumitomo Mitsui Trust Bank and Nomura Holdings, Inc. holding 50%, 30% and 20% equity interests, respectively, in the joint venture. In October 2016, the Mizuho Financial Group integrated Mizuho Asset Management Co., Ltd., Shinko Asset Management Co., Ltd. and the asset management business of Mizuho Trust & Banking Co., Ltd., all of which were asset management subsidiaries of the Mizuho Financial Group in Japan, and DIAM Co., Ltd., which was an asset management joint venture between the Mizuho Financial Group and Dai-ichi Life Insurance Company in Japan. In July 2016, the Sumitomo Mitsui Financial Group made Sumitomo Mitsui Asset Management Co., Ltd. a consolidated subsidiary through the acquisition of additional equity interest in the asset management company. In March 2017, the Mizuho Financial Group announced plans to integrate Trust and Custody Services Bank, Ltd., its trust

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bank subsidiary specialized in the asset administration business, with Japan Trustee Services Bank, Ltd., which is a trust bank joint venture between Sumitomo Mitsui Trust Holdings and Resona Bank, Ltd. specialized in the asset administration business.

In recent years, the Japanese government has identified several governmental financial institutions as candidates to privatize. In particular, in November 2015, shares of Japan Post Holdings Co., Ltd., Japan Post Bank Co., Ltd. and Japan Post Insurance Co., Ltd. were listed on the Tokyo Stock Exchange. In the initial public offering, approximately 11% of the shares in each of the Japan Post companies were sold. The Japanese government is expected to sell additional shares in Japan Post Holdings and cause Japan Post Holdings to sell additional shares in the Japan Post Bank and Japan Post Insurance in the future. Under the current postal privatization law, Japan Post Bank and Japan Post Insurance may enter into new business areas upon obtaining government approvals, and if Japan Post Holdings' equity holdings decrease to 50% or below, the two companies will be allowed to enter into new business areas upon submission of a notice to the government. In such case, the Japan Post Group companies may seek to enter into new financial businesses and increasingly compete with us. In addition, Japan Post Bank is one of the world's largest holders of deposits, which provide a cost-effective source of funding for the bank. See **B. Business Overview** **The Japanese Financial System** **Government Financial Institutions**.

The mega bank groups face significant competition with other financial groups as well as companies that have traditionally not been engaged in banking services. For example, the Nomura Group has been a major player in the securities market in Japan. In addition, various Japanese non-bank financial institutions and non-financial companies have entered into the Japanese banking sector. For example, Orix Corporation, a non-bank financial institution, as well as the Seven & i Holdings Co., Ltd., Sony Corporation and Aeon Co., Ltd., which were non-financial companies, offer various banking services, often through non-traditional distribution channels.

## ***Foreign***

In the United States, we face substantial competition in all aspects of our business. We face competition from other large U.S. and non-U.S. money-center banks, as well as from similar institutions that provide financial services. Through MUB, we currently compete principally with U.S. and non-U.S. money-center and regional banks, thrift institutions, asset management companies, investment advisory companies, consumer finance companies, credit unions and other financial institutions.

In other international markets, we face competition from commercial banks and similar financial institutions, particularly major international banks and the leading domestic banks in the local financial markets in which we conduct business. For example, Japanese mega banks, including us, and other major international banks have been expanding their operations in the Asian market, where leading local banks also have been growing and increasing their presence recently. Furthermore, we are aiming to expand our retail and small and medium-sized enterprise businesses along with our corporate banking business in South East Asia through our acquisition of Krungsri in Thailand, and compete with leading local banks in such businesses.

In addition, we may face further competition as a result of recent investments, mergers and other business tie-ups among global financial institutions, including, for example, our recent acquisitions of, and business and capital alliances with, asset management, administration and custody services companies.

## **The Japanese Financial System**

Japanese financial institutions may be categorized into three types:

the central bank, namely the Bank of Japan;

private banking institutions; and

government financial institutions.

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### ***The Bank of Japan***

The Bank of Japan's role is to maintain price stability and the stability of the financial system to ensure a solid foundation for sound economic development.

### ***Private Banking Institutions***

Private banking institutions in Japan are commonly classified into two categories (the following numbers are based on information published by the FSA available as of April 24, 2017):

ordinary banks (124 ordinary banks and 53 foreign commercial banks with ordinary banking operations); and

trust banks (16 trust banks, including two Japanese subsidiaries of foreign financial institutions).

Ordinary banks in turn are classified as city banks, of which there are four, including BTMU, and regional banks, of which there are 106 and other banks, of which there are 14. In general, the operations of ordinary banks correspond to commercial banking operations in the United States. City banks and regional banks are distinguished based on head office location as well as the size and scope of their operations.

The city banks are generally considered to constitute the largest and most influential group of banks in Japan. Generally, these banks are based in large cities, such as Tokyo and Osaka, and operate nationally through networks of branch offices. The city banks provide a wide variety of banking and other financial products and services to large corporate customers, including the major industrial companies in Japan, as well as small and medium-sized companies and retail customers.

With some exceptions, the regional banks tend to be much smaller in terms of total assets than the city banks. Each of the regional banks is based in one of the Japanese prefectures and extends its operations into neighboring prefectures. Their customers are mostly regional enterprises and local public utilities. The regional banks also lend to large corporations. In line with the recent trend among financial institutions toward mergers or business tie-ups, various regional banks have announced or are currently negotiating or pursuing integration transactions.

Trust banks, including MUTB, provide various trust services relating to money trusts, pension trusts and investment trusts and offer other services relating to real estate, stock transfer agency and testamentary services, as well as banking services.

In recent years, almost all of the city banks have consolidated with other city banks and, in some cases, integrated with trust banks. Consolidation or integration among these banks was achieved, in most cases, through the use of a bank holding company.

In addition to ordinary banks and trust banks, other private financial institutions in Japan, including banks operated by non-financial companies, shinkin banks, or credit associations, and credit cooperatives, are engaged primarily in making loans to small businesses and individuals.

***Government Financial Institutions***

There are a number of government financial institutions in Japan, which are corporations wholly owned or majority-owned by the government and operate under the government's supervision. Their funds are provided mainly from government sources. Certain types of operations undertaken by these institutions have been or are planned to be assumed by, or integrated with the operations of, private corporations through privatizations and other measures.

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Among them are the following:

The Development Bank of Japan, which was established for the purpose of contributing to the economic development of Japan by extending long-term loans, mainly to primary and secondary sector industries, and which was reorganized as a joint stock company in October 2008 as part of its ongoing privatization process, with the government being required by law to continue to hold 50% or more of the shares in the bank until the completion of certain specified investment operations, which the bank is required to endeavor to achieve by March 2026, and more than one-third for an unspecified period thereafter;

Japan Finance Corporation, which was formed in October 2008, through the merger of the international financial operations of the former Japan Bank for International Cooperation, National Life Finance Corporation, Agriculture, Forestry and Fisheries Finance Corporation, and Japan Finance Corporation for Small and Medium Enterprise, for the primary purposes of supplementing and encouraging the private financing of exports, imports, overseas investments and overseas economic cooperation, and supplementing private financing to the general public, small and medium-sized enterprises and those engaged in agriculture, forestry and fishery. In April 2012, Japan Finance Corporation spun off its international operations to create Japan Bank for International Cooperation as a separate government-owned entity;

Japan Housing Finance Agency, which was originally established in June 1950 as the Government Housing Loan Corporation for the purpose of providing housing loans to the general public, and which was reorganized as an incorporated administrative agency and started to specialize in securitization of housing loans in April 2007; and

The Japan Post Group companies, a group of joint stock companies including Japan Post Bank, which were formed in October 2007 as part of the Japanese government's privatization plan for the former Japan Post, a government-run public services corporation, which had been the Postal Service Agency until March 2003. In November 2015, approximately 11% of the outstanding shares of each of Japan Post Bank, Japan Post Insurance and Japan Post Holdings were sold to the public, and these companies are currently listed on the Tokyo Stock Exchange.

## **Supervision and Regulation**

### ***Japan***

*Supervision.* The FSA is responsible for supervising and overseeing financial institutions, making policy for the overall Japanese financial system and conducting insolvency proceedings with respect to financial institutions. The Bank of Japan, as the central bank for financial institutions, also has supervisory authority over banks in Japan, based primarily on its contractual agreements and transactions with the banks.

*The Banking Law.* Among the various laws that regulate financial institutions, the Banking Law and its subordinated orders and ordinances are regarded as the fundamental law for ordinary banks and other private financial institutions. The Banking Law addresses capital adequacy, inspections and reporting to banks and bank holding companies, as well as the scope of business activities, disclosure, accounting, limitation on granting credit and standards for arm's length transactions for them. Bank holding companies, banks and other financial institutions are required to establish an appropriate system to better cope with conflicts of interest that may arise from their business operations.

Legislation has recently been passed by, or introduced to, the Diet to amend various financial regulation related laws, including the Banking Law, which includes certain deregulations on restrictions for shareholdings by banks. For example, although a bank is generally prohibited from



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holding more than 5% of the outstanding shares of another company (other than certain financial institutions) under the Banking Law, the bank may be exempt from such requirement and allowed to hold more than 5% of the outstanding shares of such company under amendments to the Banking Law that became effective in April 2014, if, among other exempted cases, a

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bank's shareholding contributes to revitalizing a company's business or the local economy related to such company. In May 2016, the Diet passed legislation to amend the Banking Law to allow banks and bank holding companies with the FSA's approval to hold controlling interests in certain financial technology companies. The amendments became effective as of April 1, 2017. As a result of the amendments, banks and bank holding companies may now acquire and hold more than 5% of the voting rights in certain financial technology companies, subject to the approval of the Commissioner of the FSA. In May 2017, a bill to amend the Banking Law was passed by the Diet, with the aim to promote affiliation and cooperation between financial institutions and financial technology companies while securing the protection of customers. The amendment is expected to become effective by June 2018.

*Bank holding company regulations.* A bank holding company is prohibited from carrying out any business other than the management of its subsidiaries and other incidental businesses. A bank holding company may have any of the following as a subsidiary: a bank, a securities company, an insurance company, a foreign subsidiary that is engaged in the banking, securities or insurance business and any company that is engaged in a finance-related business, such as a credit card company, a leasing company, investment advisory company, or financial technology company as permitted by the April 1, 2017 amendments to the Banking Law. Certain companies that are designated by a ministerial ordinance as those that cultivate new business fields may also become the subsidiaries of a bank holding company.

In addition, under the April 1, 2017 amendments to the Banking Law, a bank holding company (i) is required to perform certain specified functions as a bank holding company to ensure effective management of its subsidiaries and (ii) is allowed to engage in certain specified common operations of its subsidiaries so as to improve the efficiency of the operations of its group companies.

*Capital adequacy.* The capital adequacy guidelines adopted by the FSA that are applicable to Japanese bank holding companies and banks with international operations closely follow the risk-weighted approach introduced by the Basel Committee on Banking Supervision of the Bank for International Settlements.

Basel II, as adopted by the FSA, has been applied to Japanese banks since March 31, 2007. Certain provisions of Basel III have been adopted by the FSA for Japanese banking institutions with international operations conducted through their foreign offices. Basel III is based on Basel II's comprehensive regulatory framework which is built on three pillars: (1) minimum capital requirements, (2) the self-regulation of financial institutions based on supervisory review process, and (3) market discipline through the disclosure of information.

The Group of Central Bank Governors and Heads of Supervision reached an agreement on the new global regulatory framework, which has been referred to as Basel III, in July and September 2010. In December 2010, the Basel Committee agreed on the details of the Basel III rules. The agreement on Basel III includes the following: (1) raising the quality of capital to ensure banks are able to better absorb losses both on a going concern basis and on a gone concern basis, (2) increasing the risk coverage of the capital framework, in particular for trading activities, securitizations, exposures to off-balance sheet vehicles and counterparty credit exposures arising from derivatives, (3) raising the level of minimum capital requirements, including an increase in the minimum common equity requirement from 2% to 4.5%, which was phased in between January 1, 2013 and the end of the calendar year 2014, and a capital conservation buffer of 2.5%, which is expected to be phased in between January 1, 2016 and the end of the calendar year 2018, bringing the total common equity requirement to 7%, (4) introducing an internationally harmonized leverage ratio to serve as a backstop to the risk-based capital measure and to contain the build-up of excessive leverage in the system, (5) raising standards for the supervisory review process (Pillar 2) and public disclosures (Pillar 3), together with additional guidance in the areas of valuation practices, stress testing, liquidity risk management, corporate governance and compensation, (6) introducing minimum global liquidity standards consisting of both a short term liquidity coverage ratio and a longer term structural net stable funding ratio, and (7) promoting the build-up of capital buffers that can be drawn down in periods of stress, including both a capital conservation buffer and a countercyclical buffer to protect the banking sector from periods of excess credit growth.

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Under Basel III, Common Equity Tier 1, Tier 1 and total capital ratios are used to assess capital adequacy, which ratios are determined by dividing applicable capital components by risk-weighted assets. Total capital is defined as the sum of Tier 1 and Tier 2 capital.

Under Basel III, Tier 1 capital is defined to include Common Equity Tier 1 and Additional Tier 1 capital. Common Equity Tier 1 capital is a new category of capital primarily consisting of:

common stock,

capital surplus,

retained earnings, and

accumulated other comprehensive income (progressively phased into the capital ratio calculation over several years).

Regulatory adjustments including certain intangible fixed assets, such as goodwill, and defined benefit pension fund net assets (prepaid pension costs) will be deducted from Common Equity Tier 1 capital. The amount of adjustments to be deducted will increase progressively over time.

Additional Tier 1 capital generally consists of Basel III compliant preferred securities and, during the transition period, other capital that meets Tier I requirements under the former Basel II standards, net of regulatory adjustments. Subject to transitional measures, adjustments are made to Additional Tier 1 capital for items including intangible fixed assets, such as goodwill, and foreign currency translation adjustments, with the amounts of such adjustments to Additional Tier 1 capital progressively decreasing over time.

Tier 2 capital generally consists of:

Basel III compliant subordinated obligations,

during the transition period, capital that meets Tier II requirements under the former Basel II standards,

allowances for credit losses, and

non-controlling interests in subsidiaries Tier 2 capital instruments.

Subject to transitional measures, certain items including 45% of unrealized profit on available-for-sale securities and revaluation of land are reflected in Tier 2 capital with the amounts progressively decreasing over time.

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In order to qualify as Tier 1 or Tier 2 capital under Basel III, applicable instruments such as preferred shares and subordinated debt must have a clause in their terms and conditions that requires them to be written-off or forced to be converted into common stock upon the occurrence of certain trigger events.

Risk-weighted assets are the sum of risk-weighted assets compiled for credit risk purposes, quotient of dividing the amount equivalent to market risk by 8%, and quotient of dividing the amount equivalent to operational risk by 8%, and also include any amount to be added due to transitional measures as well as floor adjustments, if necessary. Risk-weighted assets include the capital charge of the credit valuation adjustment, or CVA, the credit risk related to asset value correlation multiplier for large financial institutions, the 250% risk-weighted threshold items not deducted from Common Equity Tier 1 capital, and certain Basel II capital deductions that were converted to risk-weighted assets under Basel III, such as securitizations and significant investments in commercial entities. Certain Basel III provisions were adopted by the FSA with transitional measures and became effective March 31, 2013.

The capital ratio standards applicable to us are as follows:

a minimum total capital ratio of 8.0%,

a minimum Tier 1 capital ratio of 6.0%, and

a minimum Common Equity Tier 1 capital ratio of 4.5%.

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These minimum capital ratios are applicable to MUFG on a consolidated basis and to BTMU and MUTB on a consolidated as well as stand-alone basis.

We have been granted an approval by the FSA to exclude the majority of our investment in Morgan Stanley from being subject to double gearing adjustments. The approval was granted for a 10-year period, but the approval amount will be phased out by 20% each year starting from March 31, 2019. As of March 31, 2017, a full application of double gearing adjustments with respect to our investment in Morgan Stanley would have reduced our Common Equity Tier 1 capital ratio by approximately 0.8%.

The Financial Stability Board identified us as a global systemically important bank, or G-SIB, in its most recent annual report published in November 2016, and is expected to update the list of G-SIB annually. In December 2015, the FSA also designated us as a G-SIB as well as a domestic systemically important bank generally referred to as a D-SIB.

Effective March 31, 2016, the FSA's capital conservation buffer, countercyclical buffer and G-SIB surcharge requirements became applicable to Japanese banking institutions with international operations conducted through foreign offices. The requirements are currently being phased in and, as of March 31, 2017, we are required to maintain a capital conservation buffer of 1.25% and a G-SIB surcharge of 0.75% in addition to the 4.50% minimum Common Equity Tier 1 capital ratio. As of the same date, no countercyclical buffer is applicable to us. When fully implemented on March 31, 2019, we will be required to maintain a capital conservation buffer of 2.5%, a countercyclical buffer of up to 2.5%, and a G-SIB surcharge of 1.5%, assuming we will be in Bucket 2 of the G-SIB list.

For a discussion on our capital ratios, see Item 5.B. Operating and Financial Review and Prospects Liquidity and Capital Resources Capital Adequacy.

In determining capital ratios under the FSA guidelines reflecting Basel III, we and our banking subsidiaries used the Advanced Internal Ratings-Based approach, or the AIRB approach, to calculate capital requirements for credit risk as of March 31, 2017. The Standardized Approach is used for some subsidiaries that are considered to be immaterial to the overall MUFG capital requirements, and MUAH has adopted a phased rollout of the internal ratings-based approach. Market risk is reflected in the risk-weighted assets by applying the Internal Models Approach to calculate general market risk and the Standardized Measurement Method to calculate specific risk. Under the Internal Models Approach, we principally use a historical simulation model to calculate value-at-risk, or VaR, amounts by estimating the profit and loss on our portfolio by applying actual fluctuations in historical market rates and prices over a fixed period. Under the FSA guidelines reflecting Basel III, we reflect operational risk in the risk-weighted assets by using the Standardized Approach and the Advanced Measurement Approach. The Basel Committee on Banking Supervision has issued proposals to revise the current market risk framework, including stricter measures relating to some of our investment securities portfolio. For more information, see Item 11. Quantitative and Qualitative Disclosures about Credit, Market and Other Risk Operational Risk Management.

*Prompt corrective action system.* Under the prompt corrective action system, the FSA may take corrective action, if a bank or a bank holding company fails to meet the minimum capital adequacy ratio. These actions include requiring such bank or bank holding company to formulate and implement capital improvement measures, requiring it to reduce assets or take other specific actions, and issuing an order to suspend all or part of its business operations.

*Prompt warning system.* Under the prompt warning system, the FSA may take precautionary measures to maintain and promote the sound operations of financial institutions, even before those financial institutions become subject to prompt corrective actions. These measures require a financial institution to enhance profitability, credit risk management, stability and cash flows.



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*Deposit insurance system and government measures for troubled financial institutions.* The Deposit Insurance Act is intended to protect depositors if a financial institution fails to meet its obligations. The Deposit Insurance Corporation was established in accordance with the Deposit Insurance Act.

City banks, including BTMU, regional banks, trust banks, including MUTB, and various other credit institutions participate in the deposit insurance system on a compulsory basis.

Under the Deposit Insurance Act, the maximum amount of protection is ¥10 million per customer within one bank. The ¥10 million maximum applies to all deposits except for non-interest bearing deposits, which are non-interest bearing deposits redeemable on demand and maintained by depositors primarily in settlement accounts for payment and settlement purposes. Deposits in settlement accounts are fully protected without a maximum amount limitation. Certain types of deposits are not covered by the deposit insurance system, such as foreign currency deposits and negotiable certificates of deposit. As of April 1, 2017, the Deposit Insurance Corporation charged an insurance premium equal to 0.049% per year on the deposits in the settlement accounts, and a premium equal to 0.036% per year on the deposits in other accounts.

Under the Deposit Insurance Act, a Financial Reorganization Administrator can be appointed by the Prime Minister if a bank's liabilities exceed its obligations or has suspended, or is likely to suspend, repayment of deposits. The Financial Reorganization Administrator will take control of the assets of the troubled bank, dispose of the assets and search for another institution willing to take over the troubled bank's business. The troubled bank's business may also be transferred to a bridge bank established by the Deposit Insurance Corporation to enable the troubled bank's operations to be maintained and continue temporarily, and the bridge bank will seek to transfer the troubled bank's assets to another financial institution or dissolve the troubled bank. The Deposit Insurance Corporation protects deposits, as described above, either by providing financial aid for costs incurred by the financial institution succeeding the insolvent bank or by paying insurance money directly to depositors. The financial aid provided by the Deposit Insurance Corporation may take the form of a monetary grant, loan or deposit of funds, purchase of assets, guarantee or assumption of debt, subscription for preferred stock, or loss sharing.

The Deposit Insurance Act also provides for exceptional measures to cope with systemic risk in the financial industry. Where the Prime Minister recognizes that the failure of a bank which falls into any of (i) through (iii) below may cause an extremely grave problem to the maintenance of the financial order in Japan or the region where such bank is operating, or systemic risk, if none of the measures described in (i) through (iii) below is implemented, the Prime Minister may, following deliberation by the Financial Crisis Response Council, confirm (*nintei*) the need to take any of the following measures: (i) if the bank does not fall into either of the categories described in (ii) or (iii) below, the Deposit Insurance Corporation may subscribe for shares or subordinated bonds of, or extend subordinated loans to the bank, or subscribe for shares of the bank holding company of the bank, in order to enhance the bank's regulatory capital (Item 1 measures (*dai ichigo sochi*)); (ii) if the bank has suspended, or is likely to suspend, repayment of deposits, or its liabilities exceed its assets, financial aid exceeding the pay-off cost may be made available to such bank (Item 2 measures (*dai nigo sochi*)); and (iii) if the bank has suspended, or is likely to suspend, repayment of deposits, and its liabilities exceed its assets, and the systemic risk cannot be avoided by the measures mentioned in (ii) above, the Deposit Insurance Corporation may acquire all of the bank's shares (Item 3 measures (*dai sango sochi*)). The expenses for the implementation of the above measures will be borne by the banking industry, with an exception under which the Japanese government may provide partial subsidies for such expenses.

Under the new orderly resolution regime established by amendments to the Deposit Insurance Act that were promulgated in June 2013 and became effective on March 6, 2014, financial institutions, including banks, insurance companies and securities companies and their holding companies, are subject to the regime. Further, where the Prime Minister recognizes that the failure of a financial institution which falls into either of (a) or (b) below may cause a significant disruption to the Japanese financial market or system in Japan if measures

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described in (a) or measures described in (b) are not taken, the Prime Minister may, following deliberation by the Financial Response Crisis Council, confirm (*nintei*) that any of the following measures need to be applied to the financial institution:

- (a) if the financial institution is not a financial institution whose liabilities exceed its assets, the financial institution shall be placed under the special supervision by the Deposit Insurance Corporation over the financial institution's business operations and management and the disposal of the financial institution's assets, and the Deposit Insurance Corporation may provide the financial institution with loans or guarantees necessary to avoid the risk of significant disruption to the financial system in Japan, or subscribe for shares or subordinated bonds of, or extend subordinated loans to, the financial institution, taking into consideration the financial condition of the financial institution ( Specified Item 1 measures (*tokutei dai ichigo sochi*) under Article 126-2, Paragraph 1, Item 1 of the Deposit Insurance Act); or
- (b) if the financial institution is a financial institution whose liabilities exceed, or are likely to exceed, its assets or which has suspended, or is likely to suspend, payments on its obligations, the financial institution shall be placed under the special supervision by the Deposit Insurance Corporation over the financial institution's business operations and management and the disposal of the financial institution's assets, and the Deposit Insurance Corporation may provide financial aid necessary to assist a merger, business transfer, corporate split or other reorganization in respect of such failed financial institution ( Specified Item 2 measures (*tokutei dai nigo sochi*) under Article 126-2, Paragraph 1, Item 2 of the Deposit Insurance Act).

If the Prime Minister confirms that any of the measures set out in (b) above needs to be applied to a failed financial institution, the Prime Minister may order that the failed financial institution's business operations and management and the disposal of the failed financial institution's assets be placed under the special control of the Deposit Insurance Corporation under Article 126-5 of the Deposit Insurance Act. The business or liabilities of the financial institution subject to the special supervision or the special control of the Deposit Insurance Corporation as set forth above may also be transferred to a bridge financial institution established by the Deposit Insurance Corporation to enable the financial institution's operations to be maintained and continue temporarily, or the financial institution's liabilities to be repaid, and the bridge financial institution will seek to transfer the financial institution's business or liabilities to another financial institution or dissolve the financial institution. The financial aid provided by the Deposit Insurance Corporation to assist a merger, business transfer, corporate split or other reorganization in respect of the failed financial institution set out in (b) above may take the form of a monetary grant, loan or deposit of funds, purchase of assets, guarantee or assumption of debts, subscription for preferred stock or subordinated bonds, subordinated loan, or loss sharing. If the Deposit Insurance Corporation has provided such financial assistance, the Prime Minister may designate the movable assets and claims of the failed financial institution as not subject to attachment under Article 126-16 of the Deposit Insurance Act, and such merger, business transfer, corporate split or other reorganization may be conducted outside of the court-administrated insolvency proceedings. If the financial institution subject to the special supervision or the special control by the Deposit Insurance Corporation as set forth above has liabilities that exceed, or are likely to exceed, its assets, or has suspended, or is likely to suspend, payments on its obligations, the financial institution may transfer all or a material portion of its business or all or a material portion of shares of its subsidiaries or implement corporate split or certain other corporate actions with court permission in lieu of any shareholder resolutions under Article 126-13 of the Deposit Insurance Act. In addition, the Deposit Insurance Corporation must request other financial institution creditors of the failed financial institution to refrain from exercising their rights against the failed financial institution until measures necessary to avoid the risk of significant disruption to the financial system in Japan have been taken, if it is recognized that such exercise of their rights is likely to make the orderly resolution of the failed financial institution difficult.

The expenses for implementation of the measures under this regime will be borne by the financial industry, with an exception under which the Japanese government may provide partial subsidies for such expenses within



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the limit to be specified in the government budget in cases where it is likely to cause extremely serious hindrance to the maintenance of the credit system in Japan or significant turmoil in the Japanese financial market or system if such expenses are to be borne only by the financial industry.

According to the announcement made by the FSA in March 2014, (i) Additional Tier 1 instruments and Tier 2 instruments under Basel III issued by a bank must be written down or converted into common shares when the Prime Minister confirms (*nintei*) that Item 2 measures (*dai nigo sochi*), Item 3 measures (*dai sango sochi*), or Specified Item 2 measures (*tokutei dai nigo sochi*) need to be applied to the bank and (ii) Additional Tier 1 instruments and Tier 2 instruments under Basel III issued by a bank holding company must be written down or converted into common shares when the Prime Minister confirms (*nintei*) that Specified Item 2 measures (*tokutei dai nigo sochi*) need to be applied to the bank holding company.

*Recovery and resolution plan.* In November 2016, the Financial Stability Board published the latest list of G-SIBs, which includes us. The list is annually updated by the Financial Stability Board. A recovery and resolution plan must be put in place for each G-SIB, and the plans must be regularly reviewed and updated. In Japan, under the Banking Law and the Comprehensive Guidelines for Supervision of Major Banks, etc., financial institutions identified as G-SIBs must, as part of their crisis management, prepare and submit a recovery plan, including triggers for the recovery plan and an analysis of recovery options, to the FSA. The Comprehensive Guidelines also provide that resolution plans for such financial institutions are prepared by the FSA. We submitted our recovery plan to the FSA in December 2016.

*Total loss-absorbing capacity.* In November 2015, the Financial Stability Board issued the final Total Loss-Absorbing Capacity, or TLAC, standard for G-SIBs, including us. The Financial Stability Board's TLAC standard is designed to ensure that if a G-SIB fails, it has sufficient loss-absorbing and recapitalization capacity available in resolution to implement an orderly resolution that minimizes impacts on financial stability, ensures the continuity of critical functions, and avoids exposing public funds to loss. The Financial Stability Board's TLAC standard defines a minimum requirement for the instruments and liabilities that should be readily available to absorb losses in resolution but allows each resolution authority's power under the applicable resolution law to expose other liabilities to loss through bail-in or the application of other resolution tools. The Financial Stability Board's TLAC standard requires a G-SIB to hold TLAC in an amount not less than 16% of its risk-weighted assets and 6% of the applicable Basel III leverage ratio denominator by January 1, 2019, and not less than 18% of its risk-weighted assets and 6.75% of the applicable Basel III leverage ratio denominator by January 1, 2022.

Following the publication of the final TLAC standards for G-SIBs by the Financial Stability Board in November 2015, the FSA published an explanatory paper outlining its approach for the introduction of the TLAC framework in Japan on April 15, 2016. According to the FSA's approach, which is subject to change based on future international discussions, the preferred resolution strategy for G-SIBs in Japan is SPE resolution, in which resolution powers are applied to the top-level entity of a banking group by a single national resolution authority. To implement this SPE resolution strategy effectively, the FSA plans to require bank holding companies of Japanese G-SIBs, which will be the resolution entities, to (i) meet the minimum external TLAC requirements provided under the Financial Stability Board's TLAC standard, and (ii) cause their material subsidiaries that are designated as systemically important by the FSA, including but not limited to certain material sub-groups as provided in the Financial Stability Board's TLAC standard, to maintain a certain level of capital and debt recognized by the FSA as having Internal TLAC. In addition, under the approach, Japanese G-SIBs would be allowed to count the Japanese Deposit Insurance Fund Reserves in an amount equivalent to 2.5% of their consolidated risk-weighted assets from 2019 and 3.5% of their consolidated risk-weighted assets from 2022 as external TLAC.

Furthermore, under the SPE resolution strategy provided for in the approach, while the actual measures to be taken will be determined on a case-by-case basis considering the actual condition of the relevant Japanese G-SIB in crisis, a possible model of Japanese G-SIB resolution will be:

- (i) Certain measures are taken with the involvement of the relevant authority with respect to the Internal TLAC obligations that the relevant material subsidiaries of the bank holding company of the relevant Japanese G-SIB owe to the bank holding company so as to cause the bank holding company to absorb the losses incurred by such material subsidiaries.

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- (ii) After the bank holding company absorbs the losses of its material subsidiaries, if it fulfills the requirements for the application of Specified Item 2 measures (*tokutei dai nigo sochi*) set forth in Article 126-2, Paragraph 1, Item 2 of the Deposit Insurance Act, the Prime Minister confirms that Specified Item 2 measures (*tokutei dai nigo sochi*) need to be applied to the bank holding company and orders its operations and assets to be placed under the special control of the Deposit Insurance Corporation. At this point, Basel III-eligible Additional Tier 1 instruments and Tier 2 instruments issued by the bank holding company are written off or converted into equity under the terms of such instruments prior to the loss absorption of external TLAC-eligible senior debt liabilities issued by the bank holding company. In addition, the Prime Minister prohibits by its designation creditors of the bank holding company from attaching any of its movable assets and claims which are to be transferred to a bridge financial institution established by the Deposit Insurance Corporation pursuant to Article 126-16 of the Deposit Insurance Act.
- (iii) The bank holding company transfers its systemically important assets and liabilities (including shares of its material subsidiaries) to such bridge financial institution with court permission in lieu of any shareholder resolutions under Article 126-13 of the Deposit Insurance Act, under a decision by the Prime Minister that the bridge financial institution succeed to the business of the bank holding company. On the other hand, it is expected that the bank holding company's obligations with respect to external TLAC-eligible senior notes would not be transferred to the bridge financial institution and would remain as the bank holding company's liabilities.
- (iv) After transferring its systemically important assets and liabilities, the Deposit Insurance Corporation files a petition for the commencement of a bankruptcy proceeding against the bank holding company through which it will be dissolved, and the creditors of the bank holding company, including the holders of external TLAC-eligible senior notes, will receive liquidation distributions out of the residual assets of the bank holding company, as a result of which they may absorb losses.

On July 6, 2017, the Financial Stability Board published *Guiding Principles on the Internal Total Loss-absorbing Capacity of G-SIBs ( Internal TLAC )*. These principles were intended to assist the implementation of the Financial Stability Board's internal TLAC requirement by providing guidance on the size and composition of the internal TLAC requirement, cooperation and coordination between home and host authorities, and the trigger mechanism for internal TLAC. The internal TLAC requirement is subject to implementation through legislation and regulation in each of the relevant jurisdictions, including Japan.

See *Item 3.D. Key Information Risk Factors Risks Related to Our Business* We may not be able to maintain our capital ratios above minimum required levels, which could result in the suspension of some or all of our operations.

*Liquidity Coverage Ratio.* Japanese banks and bank holding companies with international operations are required to disclose their LCRs calculated in accordance with the methodology prescribed in the FSA guidance that has been adopted to implement the relevant Basel III standard. The LCR is a measure to determine whether a bank has a sufficient amount of high-quality liquid assets, which are assets that can be converted easily and immediately into cash in private markets in order to meet the bank's liquidity needs, to survive in a 30-day financial stress scenario, including sizable deposit outflows, inability to issue new bonds or access the interbank market, stoppage of the collateralized funding market, need for additional collateral in connection with derivative transactions, and significant outflows of cash under commitment lines to customers. Once a bank or bank holding company fails to meet the minimum LCR of 100%, it is required to immediately report such failure to the FSA. If the FSA deems the financial condition of the bank or bank holding company to be serious, the FSA may issue a business improvement order. A minimum LCR of 80% is required in 2017, and the required minimum ratio is expected to be raised annually by 10 percentage points to 100% by 2019.

*Net Stable Funding Ratio.* The NSFR is a measure to determine whether a bank has sustainable and long-term liabilities and capital for its assets and activities. The Basel Committee on Banking Supervision issued the final standard of NSFR in October 2014. The standard is expected to become applicable by January 1, 2018. In Japan, details of the NSFR requirements are currently under discussion.

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*Leverage Ratio.* Japanese banks and bank holding companies with international operations are required to disclose their leverage ratios calculated in accordance with the methodology prescribed in the FSA guidance that has been adopted to implement the relevant Basel III standard. The leverage ratio is designed for monitoring and preventing the build-up of excessive leverage in the banking sector and is expressed as the ratio of Tier 1 capital to total balance sheet assets adjusted in accordance with the FSA guidance. The Basel Committee on Banking Supervision's currently proposed minimum leverage ratio is 3% with additional requirements for G-SIBs. In April 2016, the Basel Committee on Banking Supervision published a consultation paper proposing, among other things, revisions to the measurement of derivative exposures, credit conversion factors for off-balance sheet items, and additional requirements for G-SIBs. The Committee is expected to make any adjustments to the minimum leverage ratio by the end of the calendar year 2017 and implement the final minimum leverage ratio requirement that reflects any such adjustments in 2018.

*Other major developments relating to international bank capital regulatory standards.* In July 2015, the Basel Committee on Banking Supervision published a consultation paper entitled "Review of the Credit Valuation Adjustment Risk Framework." Credit valuation adjustment, or CVA, is an adjustment to the fair value of derivative instruments to account for counterparty credit risk. The proposals are designed to ensure that all important factors of CVA risk and CVA hedges are covered in the Basel regulatory capital standard, align the capital standard with the fair value measurement of CVA employed under various accounting standards, and ensure consistency with the Basel Committee on Banking Supervision's proposed revisions to the market risk framework. The consultation paper proposed three approaches for CVA risk measurement: Internal Model Approach, Standardized Approach and Basic Approach. Depending on the final designs and calibrations, these revisions and reforms could change the regulatory capital calculation and the level of capital requirement for each of the banks subject to the relevant standards, including us.

In December 2015, the Basel Committee on Banking Supervision published a second consultation paper on revisions to the Standardized Approach for credit risk. The proposed revisions are designed to establish a capital framework that better balances simplicity and risk sensitivity, promote comparability by reducing variability in risk-weighted assets across banks and jurisdictions, and ensure that the Standardized Approach constitutes a suitable alternative to and complement the Internal Ratings-Based approach. The consultation paper includes, among other things, reintroduction of external ratings, a lower risk weight for small and medium-sized enterprises, and higher credit conversion factors, which are percentages used to convert off-balance sheet items to credit-equivalent risk assets, to be applied to unconditionally cancellable commitments for corporate customers.

In January 2016, the Basel Committee on Banking Supervision announced a revised capital standard for market risk. The revised market risk framework, which will become effective January 1, 2019, revises the boundary between the trading book and banking book, the Internal Models Approach for market risk and the Standardized Approach for market risk, shifts from value-at-risk to an expected shortfall measure of risk under stress, allows for supervisory approval and removal of internal models at the trading desk level, and incorporates the risk of market illiquidity. We are continuously working to enhance our market risk framework both to respond to the revised framework as well as changes in the markets where we operate.

In March 2016, the Basel Committee on Banking Supervision published a consultation paper entitled "Reducing variation in credit risk-weighted assets: constraints on the use of internal model approaches." The proposed changes include a number of complementary measures that aim to: (i) reduce the complexity of the regulatory framework and improve comparability, and (ii) address excessive variability in the capital requirements for credit risk. The consultation paper discusses, among other things, removing the option to use the IRB approaches for certain exposures, adopting exposure-level, model-parameter floors for portfolios where the IRB approaches remain available, and clarifying and substantially expanding the definition of "commitment."

In March 2016, the Basel Committee on Banking Supervision published a second consultation paper entitled "Standardized Measurement Approach for operational risk." The Committee proposed to remove the Advanced



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Measurement Approach (AMA) from the regulatory framework. The revised operational risk capital framework will be based on a single non-model-based method for the estimation of operational risk capital, which is called the Standardized Measurement Approach. The Basel Committee on Banking Supervision aims to promote consistency and comparability in operational risk capital measurement by combining financial statement information and banks' internal loss experience.

In April 2016, the Basel Committee on Banking Supervision has issued standards for Interest Rate Risk in the Banking Book, or IRRBB. The standards revise the Committee's 2004 Principles for the management and supervision of interest rate risk, which set out supervisory expectations for a bank's identification, measurement, monitoring and control of IRRBB as well as their supervision. The key enhancements for a bank's IRRBB management processes are in areas such as the development of interest rate shock scenarios, as well as key behavioral and modelling assumptions to be considered by banks in their measurement of IRRBB; bank's total capital to 15% of a bank's Tier 1 capital. The revised standards are expected to be implemented by the calendar year 2018.

*Inspection and reporting.* By evaluating banks' systems of self-assessment, inspecting their accounts and reviewing their compliance with laws and regulations, the FSA monitors the financial soundness of banks, including the status and performance of their control systems for business activities. The FSA applies the Financial Inspection Rating System, or FIRST, to major banks. By providing inspection results in the form of graded evaluations (i.e., ratings), the FSA expects this rating system to motivate financial institutions to voluntarily improve their management and operations. Additionally, the FSA currently takes the "better regulation" approach in its financial regulation and supervision. This consists of four pillars: (1) optimal combination of rules-based and principles-based supervisory approaches, (2) timely recognition of priority issues and effective responses, (3) encouraging voluntary efforts by financial firms and placing greater emphasis on providing them with incentives, and (4) improving the transparency and predictability of regulatory actions, in pursuit of improvement of the quality of financial regulation and supervision.

In addition, the FSA's current policy for monitoring financial institutions places a greater emphasis on (i) ending Japan's deflation and building an economic growth cycle, and (ii) maintaining the soundness and integrity of the financial system and financial institutions so as to ensure the availability of efficient and stable financial services in Japan. Under this policy, the FSA is expected to increase monitoring of, and communication with, financial institutions, particularly large global financial institutions, including us, and enhance cooperation with financial regulatory bodies in other jurisdictions. The FSA, if necessary to secure the sound and appropriate operations of a bank's business, may request the submission of reports or materials from, or conduct an on-site inspection of, the bank or the bank holding company.

Furthermore, the Securities and Exchange Surveillance Commission of Japan inspects banks in connection with their securities business as well as financial instruments business operators, such as securities firms. The Bank of Japan also conducts inspections of banks. The Bank of Japan Law provides that the Bank of Japan and financial institutions may agree as to the form of inspection to be conducted by the Bank of Japan.

*Laws limiting shareholdings of banks.* The provisions of the Antimonopoly Act that generally prohibit a bank from holding more than 5% of another company's voting rights do not apply to a bank holding company. However, the Banking Law prohibits a bank holding company and its subsidiaries from holding, on an aggregated basis, more than 15% of the voting rights of companies other than those which can legally become subsidiaries of bank holding companies. There have recently been enacted and proposed legislation to amend various financial regulation related laws, including the Banking Law, which includes certain deregulations on restrictions for shareholdings by banks, as described above.

In addition, a bank is prohibited from holding shares in other companies exceeding the aggregate of its Common Equity Tier 1 capital amount and Additional Tier 1 capital amount. For a detailed discussion on the capital requirements for Japanese banks, see Item 5.B. Operating and Financial Review and Prospects - Liquidity and Capital Review - Capital Adequacy.



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*Restrictions on exposures to single large counterparties.* The Banking Law prohibits banks and bank holding companies (on a consolidated basis with their subsidiaries and affiliates) from having exposures exceeding 25% of the sum of their Tier 1 and Tier 2 capital to a single counterparty (on a consolidated basis with its subsidiaries and specially related parties as defined in the law). The Banking Law is expected to be amended in light of the Basel Committee on Banking Supervision's final standard published in April 2014, which, among other things, (1) requires all exposures to a counterparty or a group of connected counterparties equal to or exceeding 10% of Tier 1 capital to be reported to national supervisors and (2) prohibits a large exposure exceeding 25% of Tier 1 capital.

*Financial Instruments and Exchange Act.* The Financial Instruments and Exchange Act provides protection for investors and also regulates sales of a wide range of financial instruments and services, requiring financial institutions to improve their sales rules and strengthen compliance frameworks and procedures. Among the instruments that the Japanese banks deal in, derivatives, foreign currency-denominated deposits, and variable insurance and annuity products are subject to regulations covered by the sales-related rules of conduct under the law.

Article 33 of the Financial Instruments and Exchange Act generally prohibits banks from engaging in securities transactions. However, bank holding companies and banks may, through a domestic or overseas securities subsidiary, conduct all types of securities businesses, with appropriate approval from the FSA. Similarly, registered banks are permitted to provide securities intermediation services and engage in certain other similar types of securities related transactions, including retail sales of investment funds and government and municipal bonds.

Subsidiaries of bank holding companies engaging in the securities business are subject to the supervision of the FSA as financial instruments business operators. The Prime Minister has the authority to regulate the securities industry and securities companies, which authority is delegated to the Commissioner of the FSA under the Financial Instruments and Exchange Act. In addition, the Securities and Exchange Surveillance Commission, an external agency of the FSA, is independent from the FSA's other bureaus and is vested with the authority to conduct day-to-day monitoring of the securities markets and to investigate irregular activities that hinder fair trading of securities, including inspections of securities companies as well as banks in connection with their securities business. Furthermore, the Commissioner of the FSA delegates certain authority to the Director General of the Local Finance Bureau to inspect local securities companies and their branches. A violation of applicable laws and ordinances may result in various administrative sanctions, including revocation of registration, suspension of business or an order to discharge any director or executive officer who has failed to comply with applicable laws and ordinances. Securities companies are also subject to the rules and regulations of the Japanese stock exchanges and the Japan Securities Dealers Association, a self-regulatory organization of securities companies.

*Act on Sales, etc. of Financial Instruments.* The Act on Sales, etc. of Financial Instruments was enacted to protect customers from incurring unexpected losses as a result of purchasing financial instruments. Under this act, sellers of financial instruments have a duty to their potential customers to explain important matters such as the nature and magnitude of risks involved regarding the financial instruments that they intend to sell. If a seller fails to comply with the duty, there is a rebuttable presumption that the loss suffered by the customer due to the seller's failure to explain is equal to the amount of decrease in the value of the purchased financial instruments.

*Anti-money laundering laws.* Under the Act on Prevention of Transfer of Criminal Proceeds, specified business operators, including financial institutions, are required to verify customer identification data, preserve transaction records, and file Suspicious Transaction Reports with the FSA or other regulatory authorities in cases where any asset received through their business operations is suspected of being criminal proceeds.

Most recent amendments to the Act, which became effective on October 1, 2016, included, among others, (1) enhancement of customer due diligence including identification of beneficial owners who are natural persons





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controlling corporate customers through voting rights or other means, and (2) stricter requirements for the risk-based approach through assessment of money laundering and terrorist financing risks and application of adequate resources effectively to mitigate such risks.

*Acts concerning trust business conducted by financial institutions.* Under the Trust Business Act, joint stock companies that are licensed by the Prime Minister as trust companies, including non-financial companies, are allowed to conduct trust business. In addition, under the Act on Provision, etc. of Trust Business by Financial Institutions, banks and other financial institutions, as permitted by the Prime Minister, are able to conduct trust business. The Trust Business Act provides for a separate type of registration for trustees who conduct only administration type trust business. The Trust Business Act also provides for various duties imposed on the trustee in accordance with and in addition to the Trust Act.

*Regulatory developments relating to lending to small and medium-sized firms and others.* The Act Concerning Temporary Measures to Facilitate Financing for Small and Medium-sized Firms and Others required financial institutions, among other things, to make an effort to reduce their customers' burden of loan repayment by employing methods such as modifying the term of loans at the request of eligible borrowers, including small and medium-sized firms and individual home loan borrowers. This legislation also required financial institutions to internally establish a system to implement the requirements of the legislation and periodically make public disclosure of and report to the relevant authority on the status of implementation. Although this legislation expired on March 31, 2013, the FSA continues to encourage financial institutions to continue to provide support to small and medium-sized firms by revising the Inspection Manual, Supervisory Policy and Ordinance for Enforcement of the Banking Law in order to encourage financial institutions to modify the terms of loans, provide smooth financing, and take active roles in supporting operations of such firms.

*Act on the Protection of Personal Information.* With regard to protection of personal information, the Act on the Protection of Personal Information requires, among other things, Japanese banking institutions to limit the use of personal information to the stated purposes and to properly manage the personal information in their possession, and forbids them from providing personal information to third parties without consent. If a bank violates certain provisions of the act, the FSA may advise or order the bank to take proper action. In addition, the Banking Law and the Financial Instruments and Exchange Act contain certain provisions with respect to appropriate handling of customer information.

*Act on the Use of Personal Identification Numbers in the Administration of Government Affairs.* Pursuant to the Act on the Use of Personal Identification Numbers in the Administration of Government Affairs, which became effective in October 2015, the Japanese government has adopted a Social Security and Tax Number System, which is designed to (1) improve social security services, (2) enhance public convenience in obtaining government services, and (3) increase the efficiency of the administration of government affairs. Under this system, a 12-digit unique number will be assigned to each resident of Japan to identify and manage information relating to the resident for government service and tax purposes. Effective October 2015, financial institutions are required to implement measures to ensure that such customer information will be protected from inappropriate disclosure and other unauthorized use.

*Act Concerning Protection of Depositors from Illegal Withdrawals Made by Counterfeit or Stolen Cards.* The Act on Protection, etc. of Depositors and Postal Saving Holders from Unauthorized Automated Withdrawal, etc. Using Counterfeit Cards, etc. and Stolen Cards, etc. requires financial institutions to establish internal systems to prevent illegal withdrawals of deposits made using counterfeit or stolen bank cards. The act also requires a financial institution to compensate depositors for any amount illegally withdrawn using stolen bank cards except in certain cases, including those where the financial institution can verify that it acted in good faith without negligence and there was gross negligence on the part of the relevant depositor. In addition, the act provides that illegal withdrawals with counterfeit bank cards are invalid unless the financial institution acted in good faith without negligence and there was gross negligence on the part of the relevant account holder.

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*Government reforms to restrict maximum interest rates on consumer lending business.* In December 2006, the Diet passed legislation to reform the regulations relating to the consumer lending business, including amendments to the Act Regulating the Receipt of Contributions, Receipt of Deposits and Interest Rates which, effective June 18, 2010, reduced the maximum permissible interest rate from 29.2% per annum to 20% per annum. The regulatory reforms also included amendments to the Law Concerning Lending Business which, effective June 18, 2010, abolished the so-called gray-zone interest. Gray-zone interest refers to interest rates exceeding the limits stipulated by the Interest Rate Restriction Act (between 15% per annum to 20% per annum depending on the amount of principal). Prior to June 18, 2010, gray-zone interests were permitted under certain conditions set forth in the Law Concerning Lending Business. As a result of the regulatory reforms, all interest rates are now subject to the lower limits imposed by the Interest Rate Restriction Act, compelling lending institutions, including our consumer finance subsidiaries and equity method investees, to lower the interest rates they charge borrowers. Furthermore, the new regulations, which became effective on June 18, 2010, require, among other things, consumer finance companies to limit their lending to a single customer to a maximum of one third of the customer's annual income regardless of the customer's repayment capability.

In addition, as a result of decisions made by the Supreme Court of Japan prior to June 18, 2010, imposing stringent requirements for charging such gray-zone interest rates, consumer finance companies have been responding to borrowers' claims for reimbursement of previously collected interest payments in excess of the limits stipulated by the Interest Rate Restriction Act. See Item 3.D. Key Information Risk Factors Risks Related to Our Business Because of our loans to consumers and our shareholdings in companies engaged in consumer lending, changes in the business or regulatory environment for consumer finance companies in Japan may further adversely affect our financial results.

*Act on Special Provisions of the Income Tax Act, the Corporation Tax Act and the Local Tax Act Incidental to Enforcement of Tax Treaties.* Pursuant to the Amendments to the Act on Special Provisions of the Income Tax Act, the Corporation Tax Act and the Local Tax Act Incidental to Enforcement of Tax Treaties, which became effective in January 2017, financial institutions are required to collect certain information from their accountholders, including jurisdictions of tax residence, and report such information to the National Tax Agency in accordance with the Common Reporting Standard (CRS) as developed by the Organization for Economic Co-operation and Development (OECD).

***United States***

As a result of our operations in the United States, we are subject to extensive U.S. federal and state supervision and regulation.

*Overall supervision and regulation.* We are subject to supervision, regulation and examination with respect to our U.S. operations by the FRB pursuant to the U.S. Bank Holding Company Act of 1956, as amended, or the BHCA, and the International Banking Act of 1978, as amended, or the IBA, because we, BTMU and MUTB are bank holding companies and foreign banking organizations, respectively, as defined pursuant to those statutes. The FRB functions as our umbrella supervisor under amendments to the BHCA effected by the Gramm-Leach-Bliley Act of 1999, which among other things:

prohibited further expansion of the types of activities in which bank holding companies, acting directly or through non-bank subsidiaries, may engage;

authorized qualifying bank holding companies to opt to become financial holding companies, and thereby acquire the authority to engage in an expanded list of activities; and

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modified the role of the FRB by specifying new relationships between the FRB and the functional regulators of non-bank subsidiaries of both bank holding companies and financial holding companies.

The BHCA generally prohibits each of a bank holding company and a foreign banking organization that maintains branches or agencies in the United States from, directly or indirectly, acquiring more than 5% of the

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voting shares of any company engaged in non-banking activities in the United States unless the bank holding company or foreign banking organization has elected to become a financial holding company, as discussed above, or the FRB has determined, by order or regulation, that such activities are so closely related to banking as to be a proper incident thereto and has granted its approval to the bank holding company or foreign banking organization for such an acquisition. The BHCA also requires a bank holding company or foreign banking organization that maintains branches or agencies in the United States to obtain the prior approval of an appropriate federal banking authority before acquiring, directly or indirectly, the ownership of more than 5% of the voting shares or control of any U.S. bank or bank holding company. In addition, under the BHCA, a U.S. bank or a U.S. branch or agency of a foreign bank is prohibited from engaging in various tying arrangements involving it or its affiliates in connection with any extension of credit, sale or lease of any property or provision of any services.

In October 2008, we, BTMU, MUTB and MUAH initially attained financial holding company status, which status is subject to periodic regulatory review. A financial holding company is authorized to engage in an expanded list of activities deemed to be financial in nature or incidental to such financial activity as well as certain specified non-banking activities deemed to be closely related to banking. In order to maintain the status as a financial holding company, a bank holding company must continue to meet certain standards established by the FRB. Those standards require that a financial holding company exceed the minimum standards applicable to bank holding companies that have not elected to become financial holding companies. These higher standards include meeting the well capitalized and well managed standards for financial holding companies as defined in the regulations of the FRB. Failure to meet these standards, due to inadequate capital management or shortcomings in operations, results in restrictions on the ability to engage in expanded activities as a financial holding company. In addition, a financial holding company must ensure that its U.S. banking subsidiaries meet certain minimum standards under the Community Reinvestment Act of 1977.

*U.S. branches and agencies of subsidiary Japanese banks.* Under the authority of the IBA, our banking subsidiaries, BTMU and MUTB, operate five branches, two agencies and seven representative offices in the United States. BTMU operates branches in Los Angeles, California; Chicago, Illinois; and two branches in New York, New York; agencies in Houston and Dallas, Texas; and representative offices in Washington, D.C; San Francisco, California; Seattle, Washington; Atlanta, Georgia; Minnetonka, Minnesota; Jersey City, New Jersey; and Florence, Kentucky. MUTB operates a branch in New York, New York.

The IBA provides, among other things, that the FRB may examine U.S. branches and agencies of foreign banks, and each branch and agency shall be subject to on-site examination by the appropriate federal or state bank supervisor as frequently as would a U.S. bank. The IBA also provides that if the FRB determines that a foreign bank is not subject to comprehensive supervision or regulation on a consolidated basis by the appropriate authorities in its home country, or if there is reasonable cause to believe that the foreign bank or its affiliate has committed a violation of law or engaged in an unsafe or unsound banking practice in the United States, the FRB may order the foreign bank to terminate activities conducted at a branch or agency in the United States.

U.S. branches and agencies of foreign banks must be licensed, and are also supervised and regulated, by a state or by the Office of the Comptroller of the Currency, or the OCC, the federal regulator of U.S. national banks. All of the branches and agencies of BTMU and MUTB in the United States are state-licensed. Under U.S. federal banking laws, state-licensed branches and agencies of foreign banks may engage only in activities that would be permissible for their federally-licensed counterparts, unless the FRB determines that the additional activity is consistent with safe and sound practices. U.S. federal banking laws also subject state-licensed branches and agencies to the single-borrower lending limits that apply to federal branches and agencies, which generally are the same as the lending limits applicable to national banks, but are based on the capital of the entire foreign bank.

As an example of state supervision, the branches of BTMU and MUTB in New York are licensed by the New York State Department of Financial Services, or DFS, pursuant to the New York Banking Law. Under the



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New York Banking Law and the Superintendent's Regulations, each of BTMU and MUTB must maintain with banks in the State of New York eligible assets as defined and in amounts determined by the Superintendent. These New York branches must also submit written reports concerning their assets and liabilities and other matters, to the extent required by the Superintendent, and are examined at periodic intervals by the DFS. In addition, the Superintendent is authorized to take possession of the business and property of BTMU and MUTB located in New York whenever events specified in the New York Banking Law occur.

*U.S. banking subsidiaries.* We indirectly own and control one U.S. bank: MUFG Union Bank, N.A. or MUB (known prior to July 1, 2014 as Union Bank, N.A.), through BTMU and its subsidiary, MUAH, a registered bank holding company.

MUB is a national bank subject to the supervision, examination and regulatory authority of the OCC pursuant to the National Bank Act.

The OCC is an independent bureau of the U.S. Department of the Treasury. In regulating national banks such as MUB, the OCC has the power to examine those banks; approve or deny applications for new charters, branches, capital, or other changes in corporate or banking structure; take supervisory actions against national banks that do not comply with laws and regulations or that otherwise engage in unsound practices; remove officers and directors, negotiate agreements to change banking practices, and issue cease and desist orders as well as civil money penalties; and issue rules and regulations, legal interpretations, and corporate decisions governing investments, lending, and other practices. The OCC's staff of bank examiners conducts on-site reviews and provides sustained supervision of national banks. Examiners analyze loan and investment portfolios, funds management, capital, earnings, liquidity, and sensitivity to market risk for national banks. Examiners also review internal controls, internal and external audit, and compliance with law, and evaluate management's ability to identify and control risk.

In addition, the FDIC insures the deposits of MUB up to legally specified maximum amounts. In the event of a failure of an FDIC-insured bank, the FDIC is virtually certain to be appointed as receiver, and would resolve the failure under provisions of the Federal Deposit Insurance Act. In the liquidation or other resolution of a failed FDIC-insured depository institution, deposits in its U.S. offices and other claims for administrative expenses and employee compensation are afforded priority over other general unsecured claims, including deposits in offices outside the United States, non-deposit claims in all offices and claims of a parent company. Moreover, under longstanding FRB policy, a bank holding company is expected to act as a source of financial strength for its banking subsidiaries and to commit resources to support such banks.

*Bank capital requirements and capital distributions.* MUB is subject to applicable risk-based and leverage capital guidelines issued by U.S. regulators for banks and bank holding companies. In addition, BTMU and MUTB, as foreign banking organizations that have U.S. branches and agencies and that are controlled by us, are subject to the FRB's requirements that they be well-capitalized based on Japan's risk based capital standards. MUB, BTMU, MUTB, and MUAH are all well capitalized as defined under, and otherwise comply with, all U.S. regulatory capital requirements applicable to them. The Federal Deposit Insurance Corporation Improvement Act of 1991, or FDICIA, provides, among other things, for expanded regulation of insured depository institutions, including banks, and their parent holding companies. As required by FDICIA, the federal banking agencies have established five capital tiers ranging from well capitalized to critically undercapitalized for insured depository institutions. As an institution's capital position deteriorates, the federal banking regulators may take progressively stronger actions, such as further restricting affiliate transactions, activities, asset growth or interest payments. In addition, FDICIA generally prohibits an insured depository institution from making capital distributions, including the payment of dividends, or the payment of any management fee to its holding company, if the insured depository institution would be undercapitalized after making such distribution or paying such dividend or fee.

The availability of dividends from insured depository institutions in the United States is limited by various other statutes and regulations. The National Bank Act and other federal laws prohibit the payment of dividends





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by a national bank under various circumstances and limit the amount a national bank can pay without the prior approval of the OCC. In addition, state-chartered banking institutions are subject to dividend limitations imposed by applicable federal and state laws.

*Other regulated U.S. subsidiaries.* Our non-bank subsidiaries that engage in securities-related activities in the United States are regulated by appropriate functional regulators, such as the SEC, any self-regulatory organizations of which they are members, and the appropriate state regulatory agencies. These non-bank subsidiaries are required to meet separate minimum capital standards as imposed by those regulatory authorities.

*Anti-Money Laundering Initiatives and the USA PATRIOT Act.* A major focus of U.S. governmental policy relating to financial institutions in recent years has been aimed at preventing money laundering and terrorist financing. The USA PATRIOT Act of 2001 substantially broadened the scope of U.S. anti-money laundering laws and regulations by imposing significant new compliance and due diligence obligations, creating new crimes and penalties and expanding the extra-territorial jurisdiction of the United States. The U.S. Department of the Treasury has issued a number of regulations that impose obligations on financial institutions to maintain appropriate policies, procedures and controls to detect, prevent and report money laundering and terrorist financing, and to verify the identity of their customers. In addition, the bank regulatory agencies carefully scrutinize the adequacy of an institution's policies, procedures and controls. As a result, there have been an increased number of regulatory sanctions and law enforcement authorities have been taking a more active role in enforcing these laws. Failure of a financial institution to maintain and implement adequate policies, procedures and controls to prevent money laundering and terrorist financing could in some cases have serious legal and reputational consequences for the institution, including the incurrence of expenses to enhance the relevant programs, the imposition of limitations on the scope of their operations and the imposition of fines and other monetary penalties. See Item 3.D. Risk Factors We may become subject to regulatory actions or other legal proceedings relating to our transactions or other aspects of our operations, which could result in significant financial losses, restrictions on our operations and damage to our reputation.

*Foreign Corrupt Practices Act.* In recent years, U.S. regulatory and enforcement agencies including the SEC and the U.S. Department of Justice have significantly increased their enforcement efforts of the Foreign Corrupt Practices Act, or the FCPA. The FCPA prohibits U.S. securities issuers, U.S. domestic entities, and parties doing substantial business within the United States (including their shareholders, directors, agents, officers, and employees) from making improper payments to non-U.S. government officials in order to obtain or retain business. The FCPA also requires U.S. securities issuers to keep their books and records in detail, accurately, and in such a way that they fairly reflect all transactions and dispositions of assets. Those enforcement efforts have targeted a wide range of U.S. and foreign-based entities and have been based on a broad variety of alleged fact patterns, and in a number of cases have resulted in the imposition of substantial criminal and civil penalties or in agreed payments in settlement of alleged violations. Failure of a financial institution doing business in the United States to maintain adequate policies, procedures, internal controls, and books and records on a global basis that address compliance with FCPA requirements could in some cases have serious legal and reputational consequences for the institution, including the incurrence of expenses to enhance the relevant programs and the imposition of fines and other monetary penalties.

*Regulatory Reform Legislation.* In response to the global financial crisis and the perception that lax supervision of the financial industry in the United States may have been a contributing cause, legislation designed to reform the system for supervision and regulation of financial firms doing business in the United States, the so-called Dodd-Frank Act, was signed into law on July 21, 2010. The Dodd-Frank Act is complex and extensive in its coverage and contains a wide range of provisions that would affect financial institutions operating in the United States, including our U.S. operations. Included among these provisions are sweeping reforms designed to reduce systemic risk presented by very large financial firms, promote enhanced supervision, regulation, and prudential standards for financial firms, establish comprehensive supervision of financial markets, impose new limitations on permissible financial institution activities and investments, expand regulation of the derivatives markets, protect consumers and investors from financial abuse, and provide the government

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with the tools needed to manage a financial crisis. Many aspects of the legislation require subsequent regulatory action by supervisory agencies for full implementation. Key provisions that impact our operations are summarized below. However certain regulatory rules under the Dodd-Frank Act are not yet finalized, require further interpretive guidance by the relevant supervisory agencies, or do not yet require us to fully implement compliance procedures. Accordingly, while the legislation has an impact on our operations, including the imposition of significant compliance costs, we are unable to assess with certainty the full degree of impact of the Dodd-Frank Act on our operations at this time.

Among the components of the Dodd-Frank Act that have impacted or may impact our operations are the provisions relating to enhanced prudential standards, including capital, liquidity and structural requirements, the Volcker Rule, derivatives regulation, credit reporting, resolution plans, incentive-based compensation, the establishment of the Consumer Financial Protection Bureau, and debit interchange fees. Although certain of the regulatory rules regarding the foregoing components are still pending, as noted above, based on information currently available to us, other than the Volcker Rule and derivatives regulations as discussed below, the impact of these components is expected to be mainly limited to our U.S. operations and not to be material to us on a consolidated basis. We intend to continue to monitor developments relating to the Dodd-Frank Act and the potential impact on our activities inside and outside of the United States.

With respect to the Dodd-Frank Act provisions related to enhanced prudential standards, in February 2014 the FRB issued final rules that established enhanced prudential standards for the U.S. operations of foreign banking organizations such as MUFG. These rules required us to organize by July 1, 2016 all of our U.S. bank and non-bank subsidiaries, with certain limited exceptions, under a U.S. IHC, that is subject to U.S. capital requirements and enhanced prudential standards comparable to those applicable to top-tier U.S. bank holding companies of the same size. Under these rules, we were required to change the structure of our U.S. operations, including the manner in which we oversee and manage those operations, and may be required to inject additional capital into our U.S. operations. We have designated MUAH as our IHC.

Our existing U.S. bank holding company subsidiary, MUAH, is subject to various U.S. prudential requirements and has become subject to others with the designation of MUAH as our IHC as of July 1, 2016. MUAH was previously subject to risk-based and leverage capital requirements, liquidity requirements, and other enhanced prudential standards applicable to large U.S. bank holding companies. MUAH was also subject to capital planning and stress testing requirements. MUAH is now subject to the capital planning and stress testing requirements and certain enhanced prudential standards applicable to IHCs. On June 22, 2017, the FRB released the results of the 2017 Dodd-Frank Act stress tests. It found that, even in the severely adverse economic stress test scenario, MUAH would maintain capital ratios well above the required minimum levels. On June 28, 2017, the FRB announced that it had no objections to the capital plan submitted by MUAH as part of the 2017 Comprehensive Capital Analysis and Review, or CCAR. The FRB announced early in 2017 that MUAH would not be subject to the qualitative portion of the CCAR.

The FRB has the authority to examine an IHC and any of its subsidiaries. U.S. leverage requirements applicable to the IHC will take effect beginning in January 2018. MUAH is subject to a requirement to maintain an LCR equal to at least 100% based on total projected net cash outflows over a 30-calendar day period, effectively using net cash outflow assumptions equal to 70% of the outflow assumptions prescribed for internationally active banking organizations. Our combined U.S. operations, including BTMU s and MUTB s branches, are also subject to certain requirements related to liquidity and risk management.

The Volcker Rule was issued in final form by the Federal Reserve in December 2013. Under the Volcker Rule, we are required to cease conducting certain proprietary trading activities, which means trading in securities and financial instruments for our own account, subject to certain exceptions, including market-making, hedging, and underwriting activities if such activities are conducted within a rigorous compliance framework. We are also restricted from engaging in certain activities regarding hedge funds and private equity funds, or covered funds. While the Volcker Rule excludes restrictions on such activities conducted solely outside of the United States, the

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regulatory definition of such exempted activities is narrow and complex and in some cases requires further clarification. Our proprietary trading and covered funds activities are generally executed outside of the United States, but certain activities within the United States could potentially have fallen within the scope of the Rule. We have undertaken steps that we believe are appropriate to bring our activities and investments into compliance with the Rule. Given the limited amount of restricted activities in which we previously engaged within the United States, we do not expect the implementation of the Volcker Rule to be material to our operations.

U.S. regulators continue to issue final regulations and regulatory determinations governing swaps and derivatives markets as contemplated by the Dodd-Frank Act. To date, BTMU and Mitsubishi UFJ Securities International, plc, have registered as swap dealers with the U.S. Commodity Futures Trading Commission, or CFTC. Depending on the finalization of regulations and regulatory determinations governing swaps and derivatives markets under the Dodd-Frank Act, as well as the activities of our other subsidiaries located inside and outside of the United States, our other subsidiaries may have to register as swap dealers with, or be subject to the regulations of, the CFTC and/or SEC. Regulation of swap dealers by the CFTC and SEC imposes numerous corporate governance, business conduct, capital, margin, reporting, clearing, execution, and other regulatory requirements on our operations, which may adversely impact our derivatives businesses and make us less competitive than those competitors that are not subject to the same regulations. Although many regulations applicable to swap dealers are already in effect, it is difficult to assess the full impact of these requirements because some of the most important regulatory determinations have not yet been implemented or finalized. For example, U.S. regulators have adopted guidance and rules on the application of U.S. regulations to activities of registered swap dealers outside of the United States. The extraterritorial application of swap dealer regulatory requirements imposes significant operational and compliance burdens on our swaps activities outside of the United States.

On March 16, 2016, the FRB issued a Notice of Proposed Rulemaking regarding single counterparty credit limits ( SCCL ) for large banking organizations. The SCCL re-proposal is considered the last major piece of regulatory action needed to implement Section 165(e) of the Dodd-Frank Act. Specifically, Section 165(e) was a response to the concern that failure or financial distress of one large, interconnected financial institution could cascade through the U.S. financial system and impair the financial condition of that firm's counterparties, including other large, interconnected firms. Section 165(e) generally, and the SCCL re-proposal specifically, seek to mitigate this risk by limiting the aggregate exposure among such financial institutions and their counterparties. If the re-proposal is adopted in its current form as final, it is likely to have an impact on us; however, as the re-proposal is not yet finalized, we cannot fully assess that impact. We filed comments on the re-proposal in June 2016 and will continue to monitor developments as they progress.

*Foreign Account Tax Compliance Act.* The Hiring Incentives to Restore Employment Act was enacted in March 2010 and contains provisions commonly referred to as the Foreign Account Tax Compliance Act, or FATCA. The U.S. Treasury, acting through the Internal Revenue Service, or the IRS, issued the final regulations of FATCA in January 2013.

The FATCA framework has been expanded with the introduction of Intergovernmental Agreements between the U.S. Treasury and foreign governments, which pursue a framework for intergovernmental cooperation to facilitate the implementation of FATCA. The United States and Japan have entered into an Intergovernmental Agreement.

We have developed internal procedures and processes that we believe address the regulatory requirements under FATCA. However, doing so has required us to develop extensive systems capabilities and internal processes to identify and report U.S. account holders who are subject to FATCA requirements, which has been a complex and costly process requiring significant internal resources. If our procedures and processes are determined not to be adequate to meet the requirements of FATCA, we could potentially be subject to serious

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legal and reputational consequences, including the imposition of withholding taxes on certain amounts payable to us from U.S. sources, and could be required to expend additional resources to enhance our systems, procedures and processes and take other measures in response to such consequences.

*Capital Adequacy.* MUAH and MUB are required to maintain minimum capital ratios in accordance with rules issued by the U.S. Federal banking agencies. In July 2013, the U.S. Federal banking agencies issued final rules to implement the Basel Committee on Banking Supervision's capital guidance for U.S. banking organizations, or U.S. Basel III. These rules establish more restrictive capital definitions, create additional categories and higher risk weightings for certain asset classes and off-balance sheet exposures, higher minimum capital and leverage ratios and capital conservation buffers that will be added to the minimum capital requirements. These rules supersede the U.S. federal banking agencies' general risk-based capital rules generally referred to as Basel I, the advanced approaches rules generally referred to as Basel II, which are applicable to certain large banking organizations, and leverage rules, and are subject to certain transition provisions. MUAH became subject to the U.S. Basel III capital rules in January 2015, with certain provisions subject to a phase-in period, while MUB continues to be subject to the U.S. Basel III capital rules which became effective for advanced approaches institutions on January 1, 2014. The U.S. Basel III capital rules are scheduled to be substantially phased in by January 1, 2019.

Both MUAH and MUB are subject to the following regulatory minimum risk-based capital ratios: (1) 4.5% of Common Equity Tier 1 capital ratio, (2) 6.0% of Tier 1 capital ratio and (3) 8.0% of total capital ratio. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a material effect on MUAH's consolidated financial statements.

In addition to these regulatory minimum ratio requirements, MUAH and MUB will become subject to a fully phased-in capital conservation buffer requirement of 2.5%. The phase-in period for the capital conservation buffer commenced on January 1, 2016 at 0.625% with applicable rates increasing in each successive January until its full implementation on January 1, 2019. MUAH and MUB are also subject to a Tier 1 leverage ratio regulatory minimum requirement of 4% and a well-capitalized prompt corrective action standard of 5%.

MUB has previously opted into the advanced approaches capital rules. However, MUB is currently in discussion with the OCC to opt out of the advanced approaches capital rules. An advanced approaches opt-in bank will become subject to the supplementary leverage ratio on January 1, 2018. The supplementary leverage ratio will impose an additional minimum leverage requirement of 3%, with the expectation that this ratio will increase. An opt-in bank may also be subject to an additional counter cyclical capital buffer requirement ranging from 0.0% to 2.5% of risk-weighted assets if fully implemented. This additional capital buffer will be imposed upon the determination of the appropriate U.S. banking agency that financial markets are experiencing a period of excessive ease in credit markets associated with a material increase in credit system-wide risk, with the maximum buffer reflecting an assessment of elevated financial-system vulnerabilities. The consequences for an opt-in bank of falling below these buffers will be the imposition of limitations on the percentage of earnings that may be paid in the subsequent financial year as capital distributions or as discretionary bonus payments to executive officers.

In October 2015, the FRB proposed long-term debt and TLAC requirements for U.S. globally systemically important bank holding companies and U.S. IHCs of non-U.S. globally systemically important banks, including MUAH. In December 2016, the FRB finalized rules imposing such requirements. Under the final rules, a covered IHC such as MUAH would be required to maintain a minimum amount of eligible long-term debt issued to a non-U.S. parent entity that could be cancelled or converted to equity in order to absorb losses and recapitalize the IHC's operating subsidiaries at or near the point of resolution. A covered IHC would also be required to maintain a minimum level of eligible TLAC issued to a non-U.S. parent entity consisting of regulatory capital and eligible long-term debt and maintain related buffers consisting of Common Equity Tier 1 capital. In addition, an IHC would be restricted from issuing short-term debt and certain other types of liabilities that are structurally senior to



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eligible long-term debt. MUAH will be required to comply with these rules by January 1, 2019. Pursuant to 12 CFR § 252.164(a), we have certified to the FRB that we plan to follow an SPE resolution strategy, and that MUAH would therefore be considered a non-resolution covered IHC.

For more information, see Item 5.B. Operating and Financial Review and Prospects Liquidity and Capital Resources Capital Adequacy and Note 22 to our audited consolidated financial statements included elsewhere in this Annual Report.

## **Disclosure pursuant to Section 13(r) of the US Securities Exchange Act of 1934**

Section 13(r) of the U.S. Securities Exchange Act of 1934 (Exchange Act) requires an issuer to disclose whether it or any of its affiliates knowingly engaged in certain activities, transactions or dealings relating to Iran or with natural persons or entities designated by the U.S. government under specified Executive Orders. The scope of activities that must be reported includes activities not prohibited by U.S. law and conducted outside the United States in compliance with applicable local law.

During the fiscal year ended March 31, 2017, one of our non-U.S. subsidiaries engaged in business activities with entities in, or affiliated with, Iran, including counterparties owned or controlled by the Iranian government. Specifically, our non-U.S. banking subsidiary, BTMU, issued letters of credit and guarantees and provided remittance and other settlement services mainly in connection with customer transactions related to the purchase and exportation of Iranian crude oil to Japan, and in some cases, in connection with other petroleum-related transactions with Iran by its customers. These transactions did not involve U.S. dollars nor clearing services of U.S. banks for the settlement of payments. For the fiscal year ended March 31, 2017, the aggregate interest and fee income relating to these transactions was less than ¥130 million, representing less than 0.005 percent of our total interest and fee income. Some of these transactions were conducted through the use of non-U.S. dollar correspondent accounts and other similar settlement accounts maintained with BTMU outside the United States by Iranian financial institutions and other entities in, or affiliated with, Iran. In addition to such accounts, BTMU receives deposits in Japan from, and provides settlement services in Japan to, fewer than ten Iranian government-related entities and fewer than 100 Iranian government-related individuals such as Iranian diplomats, and maintains settlement accounts outside the United States for certain other financial institutions specified in Executive Order 13382, which settlement accounts were frozen in accordance with applicable laws and regulations. For the fiscal year ended March 31, 2017, the average aggregate balance of deposits held in these accounts represented less than 0.1 percent of the average balance of our total deposits. The fee income from the transactions attributable to these account holders was less than ¥7 million, representing less than 0.001 percent of our total fee income. BTMU also holds loans that were arranged prior to changes in applicable laws and regulations to borrowers in, or affiliated with, Iran, including entities owned by the Iranian government, the outstanding balance of which was less than ¥200 million, representing less than 0.001 percent of our total loans, as of March 31, 2017. For the fiscal year ended March 31, 2017, the aggregate gross interest and fee income relating to these loan transactions was less than ¥50 million, representing less than 0.005 percent of our total interest and fee income.

BTMU will continue to participate in these types of transactions. Following the international relaxation of sanctions against Iran in January 2016, the balance of non-U.S. dollar correspondent accounts described above at BTMU has increased, but BTMU recognizes that such transactions remain subject to compliance with applicable U.S. and Japanese regulations and remaining Japanese and international sanctions.

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**C. Organizational Structure**

The following chart presents our corporate structure summary as of March 31, 2017:

- Notes:
- (1) The Bank of Tokyo-Mitsubishi UFJ, Ltd. is expected to be renamed MUFG Bank, Ltd. on April 1, 2018, subject to regulatory approvals.
  - (2) The ownership of BTMU Leasing & Finance, Inc. was transferred to MUAH on July 1, 2017.
  - (3) Mitsubishi UFJ NICOS Co., Ltd. is expected to become a wholly owned subsidiary through a share purchase transaction, which is expected to be completed on October 1, 2017.

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Set forth below is a list of our principal consolidated subsidiaries as of March 31, 2017:

Name	Country of Incorporation	Proportion of Ownership Interest (%)	Proportion of Voting Interest (%)
The Bank of Tokyo-Mitsubishi UFJ, Ltd. (1)	Japan	100.00%	100.00%
Mitsubishi UFJ Trust and Banking Corporation	Japan	100.00%	100.00%
Mitsubishi UFJ Real Estate Services Co., Ltd.	Japan	100.00%	100.00%
The Master Trust Bank of Japan, Ltd.	Japan	46.50%	46.50%
MU Investments Co.,Ltd.	Japan	100.00%	100.00%
Mitsubishi UFJ Kokusai Asset Management Co., Ltd.	Japan	100.00%	100.00%
Mitsubishi UFJ Securities Holdings Co., Ltd.	Japan	100.00%	100.00%
Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.	Japan	60.00%	60.00%
Mitsubishi UFJ Morgan Stanley PB Securities Co., Ltd.	Japan	100.00%	100.00%
kabu.com Securities Co., Ltd.	Japan	59.17%	59.17%
Mitsubishi UFJ NICOS Co., Ltd. (2)	Japan	84.98%	84.98%
MUFG Americas Holdings Corporation	USA	100.00%	100.00%
BTMU Leasing & Finance, Inc. (3)	USA	100.00%	100.00%
Bank of Ayudhya Public Company Limited	Thailand	76.88%	76.88%
Mitsubishi UFJ Trust International Limited	UK	100.00%	100.00%
Mitsubishi UFJ Baillie Gifford Asset Management Limited	UK	51.00%	51.00%
Mitsubishi UFJ Investor Services & Banking (Luxembourg) S.A.	Luxembourg	100.00%	100.00%
MUFG Lux Management Company S.A.	Luxembourg	100.00%	100.00%
Mitsubishi UFJ Asset Management (UK) Ltd.	UK	100.00%	100.00%
Mitsubishi UFJ Fund Services Holdings Limited	Bermuda	100.00%	100.00%
MUFG Securities EMEA plc	UK	100.00%	100.00%
MUFG Securities Asia Limited	China	100.00%	100.00%
MUFG Securities Asia (Singapore) Limited	Singapore	100.00%	100.00%

## Notes:

- (1) The Bank of Tokyo-Mitsubishi UFJ, Ltd. is expected to be renamed MUFG Bank, Ltd. on April 1, 2018, subject to regulatory approvals.
- (2) Mitsubishi UFJ NICOS Co., Ltd. is expected to become a wholly owned subsidiary through a share purchase transaction, which is expected to be completed on October 1, 2017.
- (3) The ownership of BTMU Leasing & Finance, Inc. was transferred to MUAH on July 1, 2017.

**D. Property, Plant and Equipment**

Premises and equipment as of March 31, 2016 and 2017 consisted of the following:

	As of March 31,	
	2016	2017
	(in millions)	
Land	¥ 394,782	¥ 385,961
Buildings	767,810	750,232
Equipment and furniture	654,099	650,120
Leasehold improvements	287,831	303,130
Construction in progress	38,491	46,375
Total	2,143,013	2,135,818



Less accumulated depreciation	1,137,108	1,141,547
Premises and equipment net	¥ 1,005,905	¥ 994,271

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Our registered address is 7-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo 100-8330, Japan. As of March 31, 2017, we and our subsidiaries conducted our operations either in premises we owned or in properties we leased.

The following table presents the book values of our material offices and other properties as of March 31, 2017:

	<b>Book Value (in millions)</b>
Owned land	¥ 385,961
Owned buildings	205,871

The buildings and land we own are primarily used by us and our subsidiaries as offices and branches. Most of the buildings and land we own are free from material encumbrances.

During the fiscal year ended March 31, 2017, we invested approximately ¥116.8 billion, primarily for office renovations and relocation.

**Item 4A. Unresolved Staff Comments.**

None.

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**Item 5. Operating and Financial Review and Prospects.**

*The following discussion and analysis should be read in conjunction with Item 3.A. Key Information Selected Financial Data, Selected Statistical Data and our consolidated financial statements and related notes included elsewhere in this Annual Report.*

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**Table of Contents****Introduction**

We are the holding company for The Bank of Tokyo-Mitsubishi UFJ, Ltd., or BTMU, Mitsubishi UFJ Trust and Banking Corporation, or MUTB, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., or MUMSS (through Mitsubishi UFJ Securities Holdings Co., Ltd., or MUSHD, an intermediate holding company), Mitsubishi UFJ NICOS Co., Ltd. and other subsidiaries. Through our subsidiaries and affiliated companies, we engage in a broad range of financial businesses and services, including commercial banking, investment banking, trust assets and asset management services, securities businesses, and credit card businesses, and provide related services to individuals and corporate customers in Japan and abroad.

**Financial Results for the Fiscal Year Ended March 31, 2017 Compared to the Fiscal Year Ended March 31, 2016**

Net income attributable to Mitsubishi UFJ Financial Group decreased ¥599.6 billion to ¥202.7 billion for the fiscal year ended March 31, 2017 from ¥802.3 billion for the previous fiscal year. This decrease is primarily due to a decrease in non-interest income reflecting lower trading account profits and foreign exchange gains. Our business and results of operations, as well as our assets and liabilities, continued to be affected by fluctuations in interest rates and foreign currency exchange rates. Long-term interest rates in the United States were on generally rising trends after the U.S. presidential election in mid-November 2016 through March 2017, negatively affecting the fair values of U.S. Treasury bonds and our net profits on interest rate contracts. In Japan, the yields on 10-year Japanese government bonds rose from negative rates to around 0.05% from mid-November 2016 to March 2017, negatively affecting our net profits on interest rate contracts. While the Japanese yen appreciated against the U.S. dollar from April 2016 to mid-November 2016, the Japanese yen depreciated against the U.S. dollar from mid-November 2016 to March 2017, which adversely affected our foreign exchange gains.

The following table presents some key figures relating to our financial results:

	Fiscal years ended March 31,		
	2015	2016	2017
	(in billions, except per share data)		
Net interest income	¥2,231.5	¥2,261.4	¥2,221.1
Provision for credit losses	87.0	231.9	253.7
Non-interest income	2,845.1	2,407.7	1,196.7
Non-interest expense	2,726.9	3,274.5	2,891.6
Income before income tax expense	2,262.7	1,162.7	272.5
Net income before attribution of noncontrolling interests	1,596.6	793.2	178.1
Net income attributable to Mitsubishi UFJ Financial Group	1,531.1	802.3	202.7
Diluted earnings per common share Earnings applicable to common shareholders of Mitsubishi UFJ Financial Group	107.50	57.51	14.68

Our net income attributable to Mitsubishi UFJ Financial Group for the fiscal year ended March 31, 2017 mainly reflected the following:

**Net interest income.** Net interest income decreased ¥40.3 billion to ¥2,221.1 billion for the fiscal year ended March 31, 2017 from ¥2,261.4 billion for the previous fiscal year. The decrease was primarily attributable to a decrease in domestic interest income due to lower balances of our domestic loan portfolio and Japanese government bond portfolio and lower average interest rates in Japan. The decrease in net interest income was also attributable to an increase in interest expense due to higher U.S. dollar funding rates in Japan and additional issuances of bonds in the domestic market. These negative factors were partially offset by the positive impact of higher interest rates on foreign loans and higher average balances of foreign trading assets, particularly U.S. Treasury bonds.

***Provision for credit losses.*** Provision for credit losses increased ¥21.8 billion to ¥253.7 billion for the fiscal year ended March 31, 2017 from ¥231.9 billion for the previous fiscal year. The provision for credit losses

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recorded for the fiscal year ended March 31, 2017 mainly reflected the deterioration in the business and financial performance of a large borrower in the domestic electronics manufacturing industry and a large foreign borrower in the trading industry.

**Non-interest income.** Total non-interest income decreased ¥1,211.0 billion to ¥1,196.7 billion for the fiscal year ended March 31, 2017 from ¥2,407.7 billion for the previous fiscal year. This decrease in non-interest income was mainly due to a decrease in net trading account profits, reflecting increases in interest rates in the United States and Japan. We also recorded net foreign exchange losses due to fluctuations in the exchange rates between the Japanese yen and other major currencies.

**Non-interest expense.** Total non-interest expense decreased ¥382.9 billion to ¥2,891.6 billion for the fiscal year ended March 31, 2017 from ¥3,274.5 billion for the previous fiscal year. Although we recorded a provision for off-balance sheet credit instruments in the fiscal year ended March 31, 2017, non-interest expense decreased in comparison to the prior year when we recognized an impairment on goodwill as well as an impairment of intangible assets.

**Core Business Groups**

The following table sets forth the relative contributions of our five core business groups and Other to operating profit for the fiscal years ended March 31, 2015, 2016 and 2017 based on our business segment information:

During the year we made certain modifications to our business segments' internal management accounting rules and practices, and as a result, prior period segment information has been restated to enable comparison between relevant amounts for the fiscal years ended March 31, 2015, 2016, and 2017. For further information, see A. Operating Results Business Segment Analysis.

	Customer Business					Global Markets Business Group	Other	Total
	Retail Banking Business Group	Corporate Banking Business Group <sup>(1)</sup>	Global Business Group <sup>(1)</sup>	Trust Assets Business Group	Total <sup>(1)</sup>			
<b>Fiscal year ended March 31, 2015:</b>								
Net revenue	¥ 1,299.4	¥ 1,148.5	¥ 1,289.8	¥ 171.5	¥ 3,710.0	¥ 664.3	¥ (9.8)	¥ 4,364.5
Operating expenses	958.8	599.9	793.7	103.2	2,310.2	206.0	184.9	2,701.1
Operating profit (loss)	¥ 340.6	¥ 548.6	¥ 496.1	¥ 68.3	¥ 1,399.8	¥ 458.3	¥ (194.7)	¥ 1,663.4
<b>Fiscal year ended March 31, 2016:</b>								
Net revenue	¥ 1,259.2	¥ 1,090.1	¥ 1,273.1	¥ 172.2	¥ 3,615.7	¥ 636.1	¥ (5.6)	¥ 4,246.2
Operating expenses	972.6	603.8	815.1	102.0	2,340.6	208.6	146.0	2,695.2
Operating profit (loss)	¥ 286.6	¥ 486.3	¥ 458.0	¥ 70.2	¥ 1,275.1	¥ 427.5	¥ (151.6)	¥ 1,551.0
<b>Fiscal year ended March 31, 2017:</b>								
Net revenue	¥ 1,198.3	¥ 1,041.6	¥ 1,303.7	¥ 173.1	¥ 3,539.0	¥ 582.0	¥ (9.1)	¥ 4,111.9
Operating expenses	973.0	598.4	821.2	112.2	2,348.2	212.9	155.0	2,716.1
Operating profit (loss)	¥ 225.3	¥ 443.2	¥ 482.5	¥ 60.9	¥ 1,190.8	¥ 369.1	¥ (164.1)	¥ 1,395.8

Note:

- (1) Each of the Corporate Banking Business Group and the Global Business Group includes ¥199.2 billion of net revenue, ¥145.4 billion of operating expenses and ¥53.8 billion of operating profit relating to the overseas Japanese corporate business for the fiscal year ended March 31, 2015, ¥178.9 billion of net revenue, ¥152.9 billion of operating expenses and ¥26.0 billion of operating profit relating to the overseas Japanese corporate business for the fiscal year ended March 31, 2016, and ¥177.7 billion of net revenue, ¥156.6 billion of operating expenses and ¥21.1 billion of operating profit relating to the overseas Japanese corporate business for the fiscal year ended March 31, 2017. To eliminate the double-counting of these amounts, adjustments have been made to the Total of Customer Business.

Our business segment information is based on financial information prepared in accordance with Japanese GAAP, as adjusted in accordance with internal management accounting rules and practices and is not consistent with our consolidated financial statements included elsewhere in this Annual Report, which have been prepared in accordance with U.S. GAAP. For a reconciliation of operating profit under the internal management reporting

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system to income before income tax expense shown on the consolidated statements of income, see Note 30 to our consolidated financial statements included elsewhere in this Annual Report.

**Summary of Our Financial Condition as of March 31, 2017 Compared to March 31, 2016**

The following table presents some key asset figures:

	As of March 31, 2016                      2017 (in trillions)	
Total assets	¥ 292.56	¥ 297.19
Net loans	121.68	117.03
Loans, net of unearned income, unamortized premiums and deferred loan fees	122.79	118.21
Allowance for credit losses	(1.11)	(1.18)
Investment securities	45.65	43.23
Available-for-sale securities	41.23	39.09
Held-to-maturity securities	3.87	3.59
Trading account assets	50.83	41.32
Trading securities	29.33	22.49
Trading derivative assets	21.50	18.83
Interest-earning deposits in other banks	41.02	38.33
Cash and due from banks	8.66	25.68

The increase in total assets of ¥4.63 trillion is primarily due to higher volumes of domestic cash and due from banks, partially offset by a decrease in foreign trading account assets.

Total loans outstanding as of March 31, 2017 decreased ¥4.58 trillion to ¥118.21 trillion from ¥122.79 trillion as of March 31, 2016. The decrease was primarily due to a decrease in our loans outstanding to governmental institutions in Japan.

Total investment securities decreased ¥2.42 trillion to ¥43.23 trillion as of March 31, 2017 from ¥45.65 trillion as of March 31, 2016, primarily due to a decrease of ¥2.14 trillion in available-for-sale securities. The decrease in available-for-sale securities was mainly due to sales and redemptions of Japanese government bonds.

Trading account assets as of March 31, 2017 decreased ¥9.51 trillion to ¥41.32 trillion as of March 31, 2017 from ¥50.83 trillion as of March 31, 2016. This decrease was primarily due to a reduction in the volume of U.S. Treasury bonds held by our commercial banking subsidiaries, particularly towards the end of the fiscal year, to manage the risk of losses resulting from declines in the values of U.S. Treasury bonds in a rising interest rate environment in the United States.

Cash and due from banks increased ¥17.02 trillion to ¥25.68 trillion as of March 31, 2017 from ¥8.66 trillion as of March 31, 2016, mainly due to an increase in the volume of deposits with the Bank of Japan.



The following table presents some key liability figures:

	As of March 31,	
	2016	2017
	(in trillions)	
Total liabilities	¥ 277.71	¥282.42
Total deposits	181.44	190.40
Domestic	135.48	144.84
Overseas	45.96	45.56
Payables under repurchase agreements	22.11	16.08
Other short-term borrowings	9.36	7.97
Trading account liabilities	21.03	18.79
Long-term debt	21.96	27.74

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Total liabilities increased ¥4.71 trillion to ¥282.42 trillion as of March 31, 2017 from ¥277.71 trillion as of March 31, 2016. The increase was mainly due to increases in domestic deposits and long-term debt. The increase in domestic deposits was mainly due to an increase in deposits from our corporate clients. Long-term debt increased due to additional issuances of bonds by us to meet TLAC and other Basel III requirements and an increase in long-term borrowings by our banking subsidiaries to diversify their funding sources. These increases were partially offset by a decrease in payables under repurchase agreements as investor preference shifted from investments in money markets to deposits in the near-zero interest rate environment in Japan.

The following table presents some key shareholders' equity figures:

	As of March 31, 2016                      2017 (in trillions)	
Total Mitsubishi UFJ Financial Group shareholders' equity	¥ 14.27	¥13.99
Retained earnings	4.22	4.17
Accumulated other comprehensive income, net of taxes	2.30	2.28
Treasury stock, at cost	(0.30)	(0.51)

As of March 31, 2017, treasury stock was ¥0.51 trillion compared to ¥0.30 trillion as of March 31, 2016, reflecting share repurchasing programs executed in 2016. For further information, see Item 5. Operating and Financial Review and Prospects - Recent Developments.

**Capital Ratios**

MUFG's Common Equity Tier 1 capital ratio, Tier 1 capital ratio and Total capital ratio calculated in accordance with Basel III requirements as adopted by the FSA, were 11.76%, 13.36% and 15.85% as of March 31, 2017, respectively, compared to 11.63%, 13.24% and 16.01% as of March 31, 2016, respectively. MUFG was required to maintain minimum Common Equity Tier 1 capital, Tier 1 capital and Total capital ratios of 4.50%, 6.00% and 8.00%, respectively, plus a capital conservation buffer of 1.25% and a G-SIB surcharge of 0.75% as of March 31, 2017, and plus a capital conservation buffer of 0.625% and a G-SIB surcharge of 0.375% as of March 31, 2016. The underlying figures for these ratios were calculated in accordance with Japanese banking regulations based on information derived from our consolidated financial statements prepared in accordance with Japanese GAAP.

**Leverage Ratios**

MUFG's leverage ratio in accordance with Basel III as of March 31, 2017, was 4.81%, compared to 4.79% as of March 31, 2016. The Basel Committee on Banking Supervision's currently proposed minimum leverage ratio is 3%. The underlying figures for the ratio were calculated in accordance with Japanese banking regulations based on information derived from our consolidated financial statements prepared in accordance with Japanese GAAP.

**Liquidity Coverage Ratios**

MUFG's Liquidity Coverage Ratio, or LCR, in accordance with Basel III as adopted by the FSA for the three months ended March 31, 2017 was 137.9%, compared to 130.0% for the three months ended March 31, 2016. MUFG was required to maintain a minimum LCR of 70% during the period from January 1 to December 31, 2016 and a minimum LCR of 80% during the period from January 1 to December 31, 2017. The figures underlying the ratio were calculated in accordance with Japanese banking regulations.

### **Business Environment**

Through our subsidiaries and affiliated companies, we engage in a broad range of financial businesses and services, including commercial banking, investment banking, trust assets and asset management services, securities businesses and credit card businesses, and provide related services to individuals primarily in Japan

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and the United States and to corporate customers around the world. Our results of operations and financial condition are exposed to changes in various external economic factors, including:

general economic conditions,

interest rates,

foreign currency exchange rates, and

stock and real estate prices.

### ***General Economic Conditions***

During the fiscal year ended March 31, 2017, the global economy stayed on a moderately improving trend. Uncertainties grew, however, concerning future global economic trends in light of recent changes in economic and monetary policies and geopolitical developments in various jurisdictions, which have contributed to higher volatility in the financial market.

Japan's economic growth remained weak with the quarter-on-quarter real GDP growth rate being 0.4% for the quarter ended June 30, 2016 and 0.3% for each of the quarters ended June 30, 2016, September 30, 2016 and March 31, 2017. The year-over-year real GDP growth rate was 0.9% for the quarter ended June 30, 2016, 1.1% for the quarter ended September 30, 2016, 1.6% for the quarter ended December 31, 2016 and 1.3% for the quarter ended March 31, 2017. Private residential investment and export contributed to the GDP growth, although private consumption and corporate capital investment lacked momentum. Japan's Consumer Price Index, or CPI, fluctuated between negative 0.2% and positive 0.5% on a month-on-month basis and between negative 0.5% and positive 0.5% on a year-over-year basis in the fiscal year ended March 31, 2017. During the same period, the unemployment rate in Japan remained low, declining to 2.8% for February 2017. According to Teikoku Databank, a Japanese research institution, the number of companies that filed for legal bankruptcy in Japan for the fiscal year ended March 31, 2017 was 8,153, a decrease of 3% from the previous fiscal year. The total liabilities of companies that filed for legal bankruptcy in the twelve months ended March 31, 2017 were ¥1,946 billion, an increase of 2.1% from the previous fiscal year. The Japanese economy remains subject to the continuing deflationary pressure, increasing public debt and various other factors that could adversely affect its economic conditions.

The U.S. economy expanded with the quarter-on-quarter real GDP growth rate being 1.4% for the quarter ended June 30, 2016, 3.5% for the quarter ended September 30, 2016, 2.1% for the quarter ended December 31, 2016 and 1.4% for the quarter ended March 31, 2017. The year-over-year real GDP growth rate was 1.3% for the quarter ended June 30, 2016, 1.7% for the quarter ended September 30, 2016 and 2.0% for each of the quarters ended December 31, 2016 and March 31, 2017. Improvements in employment statistics contributed to stronger private consumption and private residential investment. The long-term prospects of the U.S. economy remain uncertain in light of the relative lack of strength in some recent economic indicators and the changes in the government's economic and trade policies since the Trump administration took office in January 2017.

The Eurozone's economic growth continued at a slow rate with the quarter-on-quarter real GDP growth rate being 0.3% for the quarter ended June 30, 2016, 0.4% for the quarter ended September 30, 2016, 0.5% for the quarter ended December 31, 2016 and 0.6% for the quarter ended March 31, 2017. The year-over-year real GDP growth rate was 1.6% for the quarter ended June 30, 2016, 1.8% for each of the quarters ended September 30 and December 31, 2016 and 1.9% for the quarter ended March 31, 2017. During the same period, the unemployment rate in the

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Eurozone declined to 9.4% for March 2017. There are still uncertainties in the Eurozone economy, including the process and ramifications of the United Kingdom's withdrawal from the European Union and the large accumulation of non-performing loans in some European peripheral countries.

In Asia excluding Japan, economic growth stagnated. China's quarter-on-quarter real GDP growth rate was 1.9% for the quarter ended June 30, 2016, 1.8% for the quarter ended September 30, 2016, 1.7% for the quarter ended December 31, 2016 and 1.3% for the quarter ended March 31, 2017. China's year-over-year real GDP

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growth rate was 6.7% for each of the quarters ended June 30 and September 30, 2016, 6.8% for the quarter ended December 31, 2016 and 6.9% for the quarter ended March 31, 2017. Thailand's quarter-on-quarter real GDP growth rate was 1.1% for the quarter ended June 30, 2016, 0.4% for the quarter ended September 30, 2016, 0.5% for the quarter ended December 31, 2016 and 1.3% for the quarter ended March 31, 2017. Thailand's year-over-year real GDP growth rate was 3.6% for the quarter ended June 30, 2016, 3.2% for the quarter ended September 30, 2016, 3.0% for the quarter ended December 31, 2016 and 3.3% for the quarter ended March 31, 2017. The Asian economy has depended to a large extent on economic conditions in China, where the economic growth has recently decelerated. Thailand's economic growth was also adversely affected by weaker private consumption after the passing of the King of Thailand.

***Interest Rates***

Interest rates in Japan decreased to historically low levels with the 10-year Japanese government bond yield declining to near negative 0.27% in July 2016. The Bank of Japan maintained a quantitative and qualitative monetary easing with negative interest rates policy during the fiscal year ended March 31, 2017. Under this policy, the Bank of Japan increased its aggregate holding of Japanese government bonds by approximately ¥80 trillion each year and applied a negative interest rate of minus 0.1% to the Policy-Rate Balances, which are a part of current account amounts held by financial institutions at the Bank of Japan, aiming to achieve the price stability target of 2%. In September 2016, the Bank of Japan announced a new quantitative and qualitative monetary easing with yield curve control policy, adding to its monetary policy a Japanese government bond purchase program with an aim to keep the yield of 10-year Japanese government bonds around zero percent. The yield on 10-year Japanese government bonds rose to around zero percent immediately prior to the announcement of the Bank of Japan's new monetary policy and declined to negative 0.09% in September 2016. Following the presidential election in the United States in November 2016, the yield of 10-year Japanese government bonds rose above zero percent and reached 0.1% in February 2017. The yield currently fluctuates around 0.06%.

In the United States, the FRB raised the target range for the federal funds rate first to between 0.5% to 0.75% in December 2016 and then to between 0.75% to 1.00% in March 2017. The 10-year U.S. Treasury bond yield decreased from 1.76% at the end of March 2016 to 1.36% in July 2016. The yield increased to around 2.6% in November 2016 as market expectations grew in favor of the new administration's economic policy. In June 2017, the FRB increased the target range for the federal funds rate to between 1.00% and 1.25%. The yield currently fluctuates around 2.2%.

The yield on 10-year German Bunds was on a generally declining trend during the first half of the fiscal year ended March 31, 2017, with the yield decreasing from 0.15% at the end of March 2016 to negative 0.2% in July 2016. In November 2016, the yield rose and has since ranged between 0.2% and 0.5%, currently fluctuating around 0.4%. The yield on 10-year French Obligations Assimilables du Trésor, or OATs, was on a similar trend, with the yield decreasing from 0.485% at the end of March 2016 to 0.1% in July 2016. Since November 2016, the yield has been in the range from 0.5% to 1.15%, currently fluctuating around 0.7%.

***Foreign Currency Exchange Rates***

The Japanese yen was on a generally appreciating trend against the U.S. dollar for the first half of the fiscal year ended March 31, 2017, with the Japanese yen appreciating from ¥112.57 to the U.S. dollar as of March 31, 2016 to ¥100 to the U.S. dollar in August 2016. The trend reversed after the U.S. presidential election in November 2016. The Japanese yen depreciated to ¥118 to the U.S. dollar following the FRB's announcement of the rate increase in December 2016. The exchange rate currently fluctuates around ¥112 to the U.S. dollar. Similarly, the Japanese yen was on a generally appreciating trend against the euro for the first half of the fiscal year ended March 31, 2017, with the Japanese yen appreciating from ¥128.11 to the euro as of March 31, 2016 to ¥111.11 to the euro in July 2016. The trend reversed in November 2016, and the exchange rate currently fluctuates around ¥128 to the euro.



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The Japanese yen was on a generally appreciating trend against the Thai baht for the first half of the fiscal year ended March 31, 2017, with the Japanese yen appreciating from ¥3.20 to the Thai baht as of March 31, 2016 to ¥2.85 to the Thai baht in July 2016. Since November 2016, the Japanese yen has been on a depreciating trend against the Thai baht, currently fluctuating around ¥3.3 to the Thai baht.

### ***Stock and Real Estate Prices***

The closing price of the Nikkei Stock Average, which is the average of 225 blue chip stocks listed on the Tokyo Stock Exchange, increased from ¥16,758.67 on March 31, 2016 to ¥18,909.26 on March 31, 2017. During the fiscal year ended March 31, 2017, the Nikkei Stock Average declined to around ¥15,000 in June 2016 following the United Kingdom's European Union membership referendum, and increased after the U.S. presidential election in November 2016. On June 2, 2017, the closing price of the Nikkei Stock Average exceeded ¥20,000 for the first time since December 2015. The Nikkei Stock Average currently fluctuates around ¥20,000.

According to a land price survey conducted by the Japanese government, the average residential land price and the average commercial land price in Japan increased 0.022% and 1.4%, respectively, in the calendar year 2016. In the three major metropolitan areas of Tokyo, Osaka and Nagoya, the average residential land price increased 0.5% and the average commercial land price also increased 3.3% in the calendar year 2016. In the local regions of Japan, which consist of regions other than the three major metropolitan areas, the average residential land price declined 0.4% and the average commercial land price also declined 0.1% in the calendar year 2016.

### **Recent Developments**

During and after the fiscal year ended March 31, 2017, we continued to pursue a strategy to improve our operational efficiency and financial performance and achieve sustainable growth. We plan to continue to strengthen our management structure, while selectively reviewing and considering growth opportunities that will enhance our global competitiveness. We will also monitor regulatory developments and pursue prudent transactions that will create a strong capital structure to enable us to contribute to the real economy, both domestically and globally, as a provider of a stable source of funds and high quality financial services. In order to respond to the increasingly complex market and legal risks, we continue to endeavor to enhance our compliance and internal control frameworks.

### ***Implementation of Share Repurchase Programs and Cancellation of Purchased Shares***

During May and June 2017, we repurchased 141,158,900 shares of our common stock for ¥99,999,941,022 under a share repurchase program that was adopted in May 2017 and completed in June 2017. Under the program, we were authorized by the Board of Directors to repurchase up to the lesser of an aggregate of 200,000,000 shares of our common stock and an aggregate of ¥100.0 billion between May 16, 2017 and June 30, 2017 and to cancel the repurchased shares. We plan to cancel all of the repurchased shares on July 20, 2017. Based on the Japanese GAAP information used to calculate our capital ratios as of March 31, 2017, we estimate that the repurchased shares would result in a decline in our capital ratios by approximately 0.1 percentage point.

During November and December 2016, we repurchased 142,238,800 shares of our common stock for ¥99,999,993,960 under a share repurchase program that was adopted in November 2016 and completed in December 2016. The repurchased shares were added to our treasury shares. Under the program, we were authorized by the Board of Directors to repurchase up to the lesser of an aggregate of 230,000,000 shares of our common stock and an aggregate of ¥100.0 billion between November 15, 2016 and December 31, 2016.



During May and June 2016, we repurchased 190,614,800 shares of our common stock for ¥99,999,963,346 under a share repurchase program that was adopted in May 2016 and completed in June 2016. The repurchased shares were added to our treasury shares. Under the program, we were authorized by the Board of Directors to repurchase up to the lesser of an aggregate of 230,000,000 shares of our common stock and an aggregate of ¥100.0 billion between May 17, 2016 and June 30, 2016. As of March 31, 2017, we held 739,564,216 shares of our common stock as treasury shares.

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The purposes of the above three programs were to enhance shareholder value, to improve our capital efficiency and to allow the implementation of flexible capital policies in response to changes in the business environment.

### ***Redemption of Preferred Securities Issued by Special Purpose Companies***

In January, 2017, we redeemed in full 500 million, or ¥61 billion, of euro-denominated non-cumulative preferred securities issued by MUFG Capital Finance 4 Limited, an overseas special purpose company in the Cayman Islands, and £550 million, or ¥78 billion, of sterling-denominated non-cumulative preferred securities issued by MUFG Capital Finance 5 Limited, an overseas special purpose company in the Cayman Islands. Under the Basel III standard, these preferred securities would no longer have been considered Tier 1 capital after their first call date, which was January 25, 2017.

In July 2016, we redeemed in full \$2.3 billion, or ¥245 billion, of U.S. dollar-denominated non-cumulative preferred securities issued by MUFG Capital Finance 1 Limited, an overseas special purpose company in the Cayman Islands and 750 million, or ¥88 billion, of euro-denominated non-cumulative preferred securities issued by MUFG Capital Finance 2 Limited, an overseas special purpose company in the Cayman Islands. These preferred securities would no longer have been considered Tier 1 capital after their first call date, which was July 25, 2016.

### ***Issuances of Senior Debt Securities for TLAC Purposes***

In February 2017, we issued to global investors \$2.5 billion, or ¥284 billion, aggregate principal amount of senior notes that were intended to qualify as Total Loss Absorbing Capacity, or TLAC, debt. In September 2016, we issued to global investors \$4 billion, or ¥406 billion, aggregate principal amount of senior notes that were intended to qualify as Total Loss Absorbing Capacity, or TLAC, debt, including \$500 million, or ¥51 billion, aggregate principal amount of such notes, with the use of the net proceeds from their issuance being restricted to loans through BTMU to renewable energy projects. This was our first issuance of notes which were intended to have its net proceeds applied to finance renewable energy projects. These issuances followed the issuance of \$5 billion, or ¥562 billion, aggregate principal amount of TLAC-eligible senior notes in March 2016 and the issuance of an additional \$2 billion, or ¥222 billion, aggregate principal amount of such notes in April 2016.

Under the Financial Stability Board's TLAC standard, we are required to hold TLAC debt in an amount not less than 16% of our risk-weighted assets and 6% of the applicable Basel III leverage ratio denominator by January 1, 2019. We plan to issue additional senior debt securities intended to qualify as TLAC debt to meet the requirements, although TLAC requirements for Japanese financial institutions, including us, have not yet been finalized. See Item 4.B. Information on the Company Business Overview Supervision and Regulation Japan Total loss-absorbing capacity.

### ***Issuances of Basel III-Compliant Domestic Subordinated Bonds***

In October 2016, we issued, in a public offering in Japan, ¥400.0 billion aggregate principal amount of unsecured perpetual subordinated Additional Tier 1 notes. These notes are subject to our discretion to cease interest payments and a write-down of the principal upon the occurrence of certain events, including when our Common Equity Tier 1 capital ratio declines below 5.125%, when we are deemed to be at risk of becoming non-viable or when we become subject to bankruptcy proceedings, but, following any write-down, the principal may be reinstated to the extent permitted by the Japanese banking regulator. Since our first issuance of unsecured perpetual subordinated Additional Tier 1 notes

with similar terms in March 2015, we have issued ¥950.0 billion aggregate principal amount of such notes through March 31, 2017, including the October 2016 issuance. See Item 4.B. Information on the Company Business Overview Supervision and Regulation Japan .

*Planned Functional Realignment of Subsidiaries*

In May 2017, we announced plans to transfer MUTB's corporate loan, project finance, real estate finance, and related foreign exchange and remittance operations to BTMU and to change BTMU's corporate name to

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MUFG Bank, Ltd. in or around April 2018, subject to regulatory approvals. We also announced plans for MUTB to acquire BTMU's 15% equity interest and MUSHD's 34% equity interest in Mitsubishi UFJ Kokusai Asset Management Co., Ltd. in or around April 2018 to make the asset management company a wholly owned subsidiary of MUTB. These plans followed the transfer to MUTB of the shares of Mitsubishi UFJ Investor Services & Banking (Luxembourg) S.A. held by BTMU in May 2017 to make the Luxembourg company a wholly owned subsidiary of MUTB, and are part of our efforts to increase effectiveness in accumulating and applying the expertise of each subsidiary and to enhance efficiency in offering and providing a diverse array of sophisticated financial products and services to customers through collaboration among subsidiaries.

### ***Planned Share Purchase to Make Mitsubishi UFJ NICOS a Wholly Owned Subsidiary***

In May 2017, we agreed to purchase all of The Norinchukin Bank's 15.02% equity interest in Mitsubishi UFJ NICOS for ¥50 billion in cash to make Mitsubishi UFJ NICOS a wholly owned subsidiary. The purchase is expected to be completed on October 1, 2017. Up to the closing date, Mitsubishi UFJ NICOS has been, and will continue to be, one of our consolidated subsidiaries and the equity interest held by Norinchukin Bank was accounted for as a noncontrolling interest. We also agreed with Norinchukin Bank to strengthen our strategic retail business alliance in a wide range of areas, including settlement solutions and marketing.

### ***Acquisition of Rydex Fund Services, LLC***

In October 2016, MUTB acquired 100% of the ownership interest in Rydex Fund Services, LLC, or RFS, for ¥17.4 billion in cash and recorded goodwill of ¥5.2 billion and intangible assets of ¥11.5 billion. RFS was the fund administration, fund accounting, and transfer agency services platform for the intermediary product line of Guggenheim Investments. RFS had \$53 billion, or ¥5.6 trillion, of assets under administration as of October 31, 2016. Guggenheim Investments is the global asset management and investment advisory division of Guggenheim Partners. Following the acquisition, RFS was renamed MUFG Investor Services (US), LLC.

The acquisition was a part of MUTB's strategic initiative of acquiring overseas fund management companies in an effort to develop the global fund administration business under the brand name of MUFG Investor Services. As a result of the acquisition, MUFG Investor Services' total assets under administration increased to \$422 billion, or ¥43.1 trillion. This acquisition is expected to enable MUTB to meet the diversifying global fund administration needs of its Japanese and overseas customers through the utilization of MUFG Investor Services (US), LLC's market-leading operational expertise and MUFG's extensive network.

### ***Business and Capital Alliance with Hitachi***

In October 2016, MUFG and Mitsubishi UFJ Lease & Finance Company Limited, or MUL, an equity method investee of MUFG, acquired 26,884,484 shares, or 23.0%, and 4,909,340 shares, or 4.2%, respectively, of the outstanding shares of Hitachi Capital Corporation from Hitachi, Ltd. for ¥3,400 per share. Subsequently, Hitachi Capital acquired 26,678,000 shares of MUL from the market. Furthermore, in June 2017, each of MUFG and MUL appointed a representative to Hitachi Capital's board of directors, and Hitachi Capital appointed a representative to MUL's board of directors.

These transactions and arrangements were made as part of the agreement made in May 2016 among MUFG, BTMU, MUL, Hitachi and Hitachi Capital to form a business alliance to strengthen the financial operations of MUL and Hitachi Capital, including building an open financial

platform. As a result of discussions for building an open financial platform, on January 4, 2017, MUL and Hitachi Capital established a joint venture called Japan Infrastructure Initiative Company Limited. MUL and Hitachi Capital are also expected to commence discussions at a later date, as appropriate, on ways to further strengthen their relationship, including, as an option, integrating their operations in the future.

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***Capital and Business Alliance with Security Bank Corporation***

In April 2016, BTMU acquired a 20.0% equity interest, on a fully diluted basis, in Security Bank Corporation, a leading commercial bank in the Philippines, through a private placement of newly issued common shares and preferred shares with voting rights, for 245 Philippine pesos per common share and 0.1 Philippine peso per preferred share, or 36.9 billion Philippine pesos, or ¥92.0 billion, in the aggregate. As part of the capital and business alliance between BTMU and Security Bank, BTMU has designated two directors of Security Bank's board of directors. Security Bank became an equity method investee of BTMU. Security Bank is listed on the Philippines Stock Exchange and is not part of any local conglomerate in the Philippines. BTMU and Security Bank will collaborate to offer enhanced services by leveraging their expertise and customer bases.

***Implementation of Measures to Comply with U.S. Enhanced Prudential Standards***

Effective July 1, 2016, MUAH was designated as our U.S. intermediate holding company to comply with the FRB's enhanced prudential standards. As of the same date, BTMU, MUTB and MUSHD transferred to MUAH their ownership interests in their U.S. subsidiaries and affiliates, namely, BTMU Capital Corporation, BTMU Securities, Inc., MUFG Americas Capital Company, Morgan Stanley MUFG Loan Partners, LLC, MUFG Fund Services (USA) LLC, and MUFG Securities Americas Inc. (formerly Mitsubishi UFJ Securities (USA), Inc.). As a result of the ownership transfer transactions, MUFG and BTMU hold 3.8% and 96.2%, respectively, of the ownership interest in MUAH. Prior to the transactions, BTMU held all of the ownership interest in MUAH. Resources and management attention are being expended to implement an appropriate governance structure with an effective internal control system for our U.S. bank and non-bank subsidiaries and affiliates to comply with applicable regulatory requirements.

**Critical Accounting Estimates**

Our consolidated financial statements included elsewhere in this Annual Report are prepared in accordance with U.S. GAAP. Certain accounting policies require management to make difficult, complex or subjective judgments regarding the valuation of assets and liabilities. The accounting policies are fundamental to understanding our operating and financial review and prospects. The notes to our consolidated financial statements included elsewhere in this Annual Report provide a summary of our significant accounting policies. The following is a summary of the critical accounting estimates:

***Allowance for Credit Losses***

The allowance for credit losses represents management's best estimate of probable losses in our loan portfolio. The evaluation process, including credit-ratings and self-assessments, involves a number of estimates and judgments. The allowance is based on two principles of accounting guidance: (1) the guidance on contingencies requires that losses be accrued when they are probable of occurring and can be estimated, and (2) the guidance on accounting by creditors for impairment of a loan requires that losses be accrued based on the difference between the loan balance, on the one hand, and the present value of expected future cash flows discounted at the loan's original effective interest rate, the fair value of collateral or the loan's observable market value, on the other hand.

We divide our loan portfolio into the following segments Commercial, Residential, Card, MUAH and Krungsri based on the segments used to determine the allowance for credit losses. We further divide the Commercial segment into classes based on initial measurement attributes, risk

characteristics, and our approach to monitoring and assessing credit risk. We determine the appropriate level of the allowance for credit losses for each of our loan portfolios by evaluating various factors and assumptions, such as the borrower's credit rating, collateral value and historical loss experience as well as existing economic conditions. We update these factors and assumptions on a regular basis and upon the occurrence of unexpected changes in the economic environment.

For all portfolio segments, key elements relating to the policies and discipline used in determining the allowance for credit losses are our credit classification and the related borrower categorization process. Each of

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these components is determined based on estimates subject to change when actual events occur. The categorization is based on conditions that may affect the ability of borrowers to service their debt, taking into consideration current financial information, historical payment experience, credit documentation, public information, analyses of relevant industry segments and current trends. In determining the appropriate level of allowance, we evaluate the probable loss by category of loan based on its type and characteristics.

In addition to the allowance for credit losses on our loan portfolio, we maintain an allowance for credit losses on off-balance sheet credit instruments, including commitments to extend credit, a variety of guarantees and standby letters of credit and other financial instruments. This allowance is included in other liabilities.

Determining the adequacy of the allowance for credit losses requires the exercise of considerable judgment and the use of estimates, such as those discussed above. Our actual losses could be more or less than the estimates. To the extent that actual losses differ from management's estimates, additional provisions for credit losses may be required that would adversely impact our operating results and financial condition in future periods. For further information regarding our methodologies used in establishing the allowance for credit losses by portfolio segments and allowance for credit losses policies, see Note 1 to our consolidated financial statements included elsewhere in this Annual Report and **B. Liquidity and Capital Resources** **Financial Condition** **Loan Portfolio**.

For more information on our credit and borrower ratings, see **Item 11. Quantitative and Qualitative Disclosures about Credit, Market and Other Risk** **Credit Risk Management**.

### ***Impairment of Investment Securities***

U.S. GAAP requires the recognition in earnings of an impairment loss on investment securities for a decline in fair value that is other than temporary. Determination of whether a decline is other than temporary often involves estimating the outcome of future events. Management judgment is required in determining whether factors exist that indicate that an impairment loss has been incurred at the balance sheet date. These judgments are based on subjective as well as objective factors. We conduct a review semi-annually to identify and evaluate investment securities that have indications of possible impairment. The assessment of other-than-temporary impairment requires judgment and therefore can have an impact on the results of operations. Impairment is evaluated considering various factors, and their significance varies from case to case.

***Debt and marketable equity securities.*** In determining whether a decline in fair value below cost is other than temporary for a particular equity security, we generally consider factors such as the ability and positive intent to hold the investments for a period of time sufficient to allow for any anticipated recovery in fair value. In addition, an other-than-temporary impairment is recognized in earnings for marketable equity securities when one of the following criteria is met:

the fair value of the investment is 20% or more below cost as of the end of the reporting period,

due to the financial condition and near-term prospects of the issuer, the issuer is categorized as **Likely to become Bankrupt**, **Virtually Bankrupt** or **Bankrupt or de facto Bankrupt** status under the Japanese banking regulations,

the fair value of the investment has been below cost for six months or longer, or



the fair value of the security is below cost and a decision has been made to sell the securities.

For debt securities, an other-than-temporary impairment is recognized in earnings if we have an intent to sell a debt security or if it is more likely than not we will be required to sell the debt security before recovery of its amortized cost basis. When we do not intend to sell a debt security and if it is more likely than not that we will not be required to sell the debt security before recovery of its amortized cost basis, the credit component of an other-than-temporary impairment of the debt security is recognized in earnings, but the noncredit component is recognized in accumulated other comprehensive income.

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Certain securities held by BTMU, MUTB and certain other subsidiaries, which primarily consist of debt securities issued by the Japanese national government and generally considered to be of minimal credit risk, are determined not to be impaired as the respective subsidiaries do not have an intention to sell the securities, or it is more likely than not that those subsidiaries will not be required to sell before recovery of their amortized cost basis.

The determination of other-than-temporary impairment for certain debt securities held by MUAH, which primarily consist of residential mortgage-backed securities and certain asset-backed securities, is made on the basis of a cash flow analysis and monitoring of the performance of such securities, as well as whether MUAH intends to sell, or is more likely than not required to sell, the securities before recovery of their amortized cost basis.

For further information on the amount of the impairment losses and the aggregate amount of unrealized gross losses on investment securities, see Note 3 to our consolidated financial statements included elsewhere in this Annual Report.

*Equity method investees.* We determine whether any loss on investments is other than temporary, through consideration of various factors, such as the length of time and the extent to which the fair value has been less than cost, the financial condition and near-term prospects of the investees, and our intent and ability to retain the investment in the investees for a period of time sufficient to allow for any anticipated recovery in the fair value. We also evaluate additional factors, such as the condition and trend of the economic cycle, and trends in the general market.

Our assessment of potential impairment involves risks and uncertainties depending on market conditions that are global or regional in nature and the condition of specific issuers or industries, as well as management's subjective assessment of the estimated future performance of investments. If we later conclude that a decline is other than temporary, the impairment loss may significantly affect our operating results and financial condition in future periods.

### *Allowance for Repayment of Excess Interest*

We maintain an allowance for repayment of excess interest based on our estimate of the potential liability exposure. Our estimate of the potential liability exposure represents the estimated amount of claims for repayment of excess interest to be received in the future. We expect that any such claim will be made on the basis of a 2006 ruling of the Japanese Supreme Court, or the Ruling. Under the Ruling, lenders are generally required to reimburse borrowers for interest payments made in excess of the limits stipulated by the Interest Rate Restriction Act upon receiving claims for reimbursement, despite the then-effective provisions of the Law Concerning Lending Business that exempted a lender from this requirement if the lender provided required notices to the borrower and met other specified requirements, and the borrower voluntarily made the interest payment.

While we have not entered into any consumer loan agreement after April 2007 that imposes an interest rate exceeding the limits stipulated by the Interest Rate Restriction Act, we need to estimate the number of possible claims for reimbursement of excess interest payments. To determine the allowance for repayment of excess interest, we analyze the historical number of repayment claims we have received, the amount of such claims, borrowers' profiles, the actual amount of reimbursements we have made, management's future forecasts, and other events that are expected to possibly affect the repayment claim trends in order to arrive at our best estimate of the potential liability. We believe that the provision for repayment of excess interest is adequate and the allowance is at the appropriate amount to absorb probable losses, so that the impact of future claims for reimbursement of excess interest will not have a material adverse effect on our financial position and results of operations. The allowance is recorded as a liability in Other liabilities.

For further information, see Note 27 to our consolidated financial statements included elsewhere in this Annual Report and Item 3.D. Key Information Risk Factors Risks Related to Our Business Because of our loans to consumers and our shareholdings in companies engaged in consumer lending, changes in the business or regulatory environment for consumer finance companies in Japan may further adversely affect our financial results.

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### ***Income Taxes***

*Valuation of deferred tax assets.* A valuation allowance for deferred tax assets is recognized if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. All available evidence, both positive and negative, is considered to determine whether, based on the weight of that evidence, a valuation allowance is needed. Future realization of the tax benefit of existing deductible temporary differences or carryforwards ultimately depends on the existence of sufficient taxable income.

In determining a valuation allowance, we perform a review of future reversals of existing taxable temporary differences, and future taxable income exclusive of reversing temporary differences. Future taxable income is developed from forecasted operating results, based on recent historical trends and approved business plans, the eligible carryforward periods and other relevant factors. For certain subsidiaries where strong negative evidence exists, such as cumulative losses and the expiration of unused operating loss carryforwards in recent years, a valuation allowance is recognized against the deferred tax assets to the extent that it is more likely than not that they will not be realized.

Because the establishment of the valuation allowance is an inherently uncertain process involving estimates, if we are not able to realize all or part of our net deferred tax assets in the future, we will incur additional deferred tax expenses, which could materially affect our operating results and financial condition in future periods.

### ***Accounting for Goodwill and Intangible Assets***

*Accounting for Goodwill.* U.S. GAAP requires us to test goodwill for impairment at least annually, or more frequently if events or changes in circumstances indicate that goodwill may be impaired, using a two-step process that begins with an estimation of the fair value of a reporting unit of our business, which is to be compared with the carrying amount of the unit, to identify potential impairment of goodwill. A reporting unit is an operating segment or component of an operating segment that constitutes a business for which discrete financial information is available and is regularly reviewed by management. The fair value of a reporting unit is defined as the amount at which the unit as a whole could be bought or sold in a current transaction between willing parties. For a reporting unit for which an observable quoted price is not available, the fair value is determined using an income approach. In the income approach, the present value of expected future cash flows is calculated by taking the net present value based on each reporting unit's internal forecasts. A control premium factor is also considered in relation to market capitalization.

If the carrying amount of a reporting unit exceeds its estimated fair value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss recorded in our consolidated statements of income. This test requires comparison of the implied fair value of the unit's goodwill with the carrying amount of that goodwill. The estimate of the implied fair value of the reporting unit's goodwill requires us to allocate the fair value of a reporting unit to all of the assets and liabilities of that reporting unit, including unrecognized intangible assets, if any, since the implied fair value is determined as the excess of the fair value of a reporting unit over the net amounts assigned to its assets and liabilities in the allocation. Accordingly, the second step of the impairment test also requires an estimate of the fair value of individual assets and liabilities, including any unrecognized intangible assets that belong to that unit. A change in the estimation could have an impact on impairment recognition since it is driven by hypothetical assumptions, such as customer behavior and interest rate forecasts. The estimation is based on information available to management at the time the estimation is made.

*Accounting for Intangible Assets.* Intangible assets having indefinite useful lives are subject to annual impairment tests. An impairment exists if the carrying value of an indefinite lived asset exceeds its fair value. For other intangible assets subject to amortization, an impairment is recognized if the carrying amount is not



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recoverable and the carrying amount exceeds the fair value of the intangible asset. Management judgment is required to evaluate whether indications of potential impairment have occurred, and to test intangible assets for impairment if required.

### ***Accrued Severance Indemnities and Pension Liabilities***

We have defined retirement benefit plans, including lump-sum severance indemnities and pension plans, which cover substantially all of our employees. Severance indemnities and pension costs are calculated based upon a number of actuarial assumptions, including discount rates and expected long-term rates of return on our plan assets. In accordance with U.S. GAAP, actual results that differ from the assumptions are accumulated and amortized over future periods, and affect our recognized net periodic pension costs and accrued severance indemnities and pension obligations in future periods. Differences in actual experience or changes in assumptions may affect our financial condition and operating results in future periods.

The discount rates for the domestic plans are set to reflect the interest rates of high-quality fixed-rate instruments with maturities that correspond to the timing of future benefit payments.

In developing our assumptions for expected long-term rates of return, we refer to the historical average returns earned by the plan assets and the rates of return expected to be available for reinvestment of existing plan assets, which reflect recent changes in trends and economic conditions, including market prices.

### ***Valuation of Financial Instruments***

We measure certain financial assets and liabilities at fair value. The majority of such assets and liabilities are measured at fair value on a recurring basis, including trading securities, trading derivatives and investment securities. In addition, certain other assets and liabilities are measured at fair value on a non-recurring basis, including held for sale loans which are carried at the lower of cost or fair value, collateral dependent loans and nonmarketable equity securities subject to impairment.

We have elected the fair value option for certain foreign securities classified as available-for-sale securities, whose unrealized gains and losses are reported in income.

The guidance on the measurement of fair value defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. We have an established and documented process for determining fair value in accordance with the guidance. To determine fair value, we use quoted prices which include those provided from pricing vendors, where available. We generally obtain one price or quote per instrument and do not adjust it to determine fair value of the instrument. We perform internal price verification procedures to ensure that the prices and quotes provided from the independent pricing vendors are reasonable. Such verification procedures include comparison of pricing sources and analysis of variances among pricing sources. These verification procedures are periodically performed by independent risk management departments. For collateralized loan obligations, or CLOs, backed by general corporate loans, the fair value is determined by weighting the internal model valuation and the non-binding broker-dealer quotes. If quoted prices are not available to determine fair value of derivatives, the fair value is based upon valuation techniques that use, where possible, current market-based or independently sourced parameters, such as interest rates, yield curves, foreign exchange rates, volatilities and credit curves. The fair values of trading liabilities are determined by discounting future cash flows at a rate which incorporates our own

creditworthiness. In addition, valuation adjustments may be made to ensure that the financial instruments are recorded at fair value. These adjustments include, but are not limited to, amounts that reflect counterparty credit quality, liquidity risk, and model risk. Our financial models are validated and periodically reviewed by risk management departments independent of divisions that created the models.

For a further discussion of the valuation techniques applied to the material assets or liabilities, see Note 32 to our consolidated financial statements included elsewhere in this Annual Report.

**Table of Contents****Accounting Changes and Recently Issued Accounting Pronouncements**

See Accounting Changes and Recently Issued Accounting Pronouncements in Note 1 to our consolidated financial statements included elsewhere in this Annual Report.

**A. Operating Results****Results of Operations**

The following table sets forth a summary of our results of operations for the fiscal years ended March 31, 2015, 2016 and 2017:

	Fiscal years ended March 31,		
	2015	2016	2017
	(in billions)		
Interest income	¥ 2,894.6	¥ 3,005.7	¥ 2,990.7
Interest expense	663.1	744.3	769.6
Net interest income	2,231.5	2,261.4	2,221.1
Provision for credit losses	87.0	231.9	253.7
Non-interest income	2,845.1	2,407.7	1,196.7
Non-interest expense	2,726.9	3,274.5	2,891.6
Income before income tax expense	2,262.7	1,162.7	272.5
Income tax expense	666.1	369.5	94.4
Net income before attribution of noncontrolling interests	¥ 1,596.6	¥ 793.2	¥ 178.1
Net income (loss) attributable to noncontrolling interests	65.5	(9.1)	(24.6)
Net income attributable to Mitsubishi UFJ Financial Group	¥ 1,531.1	¥ 802.3	¥ 202.7

Major components of our net income attributable to Mitsubishi UFJ Financial Group for the fiscal years ended March 31, 2015, 2016 and 2017 are discussed in further detail below.



**Table of Contents****Net Interest Income**

The following table is a summary of the interest rate spread for the fiscal years ended March 31, 2015, 2016 and 2017:

	Average balance	2015 Interest income (expense)	Average rate	Fiscal years ended March 31, 2016			Average balance	2017 Interest income (expense)	Average rate
				Average balance (in billions, except percentages)	2016 Interest income (expense)	Average rate			
<b>Interest-earning assets:</b>									
Domestic	¥ 146,830.0	¥ 1,157.1	0.79%	¥ 153,612.6	¥ 1,097.5	0.71%	¥ 145,179.3	¥ 1,018.5	0.70%
Foreign	90,417.7	1,737.5	1.92	99,103.1	1,908.2	1.93	94,013.1	1,972.2	2.10
<b>Total</b>	<b>¥ 237,247.7</b>	<b>¥ 2,894.6</b>	<b>1.22%</b>	<b>¥ 252,715.7</b>	<b>¥ 3,005.7</b>	<b>1.19%</b>	<b>¥ 239,192.4</b>	<b>¥ 2,990.7</b>	<b>1.25%</b>
<b>Financed by:</b>									
<b>Interest-bearing liabilities:</b>									
Domestic	¥ 151,990.2	¥ (241.8)	0.16%	¥ 159,312.9	¥ (296.9)	0.19%	¥ 166,305.3	¥ (313.5)	0.19%
Foreign	58,101.3	(421.3)	0.73	61,822.3	(447.4)	0.72	57,217.0	(456.1)	0.80
<b>Total</b>	<b>210,091.5</b>	<b>(663.1)</b>	<b>0.32</b>	<b>221,135.2</b>	<b>(744.3)</b>	<b>0.34</b>	<b>223,522.3</b>	<b>(769.6)</b>	<b>0.34</b>
Non-interest-bearing liabilities	27,156.2			31,580.5			15,670.1		
<b>Total</b>	<b>¥ 237,247.7</b>		<b>0.28%</b>	<b>¥ 252,715.7</b>		<b>0.29%</b>	<b>¥ 239,192.4</b>		<b>0.32%</b>
Net interest income and interest rate spread		¥ 2,231.5	0.90%		¥ 2,261.4	0.85%		¥ 2,221.1	0.91%
Net interest income as a percentage of total interest-earning assets			0.94%			0.89%			0.93%

The following table shows changes in our net interest income by changes in volume and by changes in rates for the fiscal year ended March 31, 2017 compared to the fiscal year ended March 31, 2016, and the fiscal year ended March 31, 2016 compared to the fiscal year ended March 31, 2015:

	Fiscal Year Ended March 31, 2015 versus Fiscal Year Ended March 31, 2016			Fiscal Year Ended March 31, 2016 versus Fiscal Year Ended March 31, 2017		
	Volume <sup>(1)</sup>	Rate <sup>(1)</sup>	Net change (in millions)	Volume <sup>(1)</sup>	Rate <sup>(1)</sup>	Net change
Domestic	¥ (44,670)	¥ (70,013)	¥ (114,683)	¥ (100,575)	¥ 5,033	¥ (95,542)
Foreign	183,420	(38,824)	144,596	(4,601)	59,897	55,296
<b>Total</b>	<b>¥ 138,750</b>	<b>¥ (108,837)</b>	<b>¥ 29,913</b>	<b>¥ (105,176)</b>	<b>¥ 64,930</b>	<b>¥ (40,246)</b>

Note:

(1) Volume/rate variance is allocated based on the percentage relationship of changes in volume and changes in rate to the total net change.

Net interest income is a function of:

the amount of interest-earning assets,

the amount of interest-bearing liabilities,

the general level of interest rates,

the so-called spread, or the difference between the rate of interest earned on interest-earning assets and the rate of interest paid on interest-bearing liabilities, and

the proportion of interest-earning assets financed by non-interest-bearing liabilities and equity.

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Our net interest income for each of the fiscal years ended March 31, 2015, 2016 and 2017 was not materially affected by gains or losses resulting from interest rate and other derivative contracts. We use such derivative instruments to manage the risks affecting the values of our financial assets and liabilities. Although these contracts are generally entered into for risk management purposes, a majority of them do not meet the specific conditions to qualify for hedge accounting under U.S. GAAP and thus are accounted for as trading assets or liabilities. Any gains or losses resulting from such derivative instruments are recorded as part of Trading account profits net. For a detailed discussion of our risk management activities, see A. Operating Results Results of Operations Non-Interest Income and Item 11. Quantitative and Qualitative Disclosures about Credit, Market and Other Risk.

*Fiscal Year Ended March 31, 2017 Compared to Fiscal Year Ended March 31, 2016*

Net interest income decreased ¥40.3 billion to ¥2,221.1 billion for the fiscal year ended March 31, 2017 from ¥2,261.4 billion for the fiscal year ended March 31, 2016. This decrease was mainly due to lower domestic interest income, reflecting the lower average balance of interest-earning assets as well as lower average interest rates in Japan. This decrease was also attributable to an increase in interest expense, reflecting higher U.S. dollar funding rates in Japan and additional issuances of bonds. This decrease was partially mitigated by an increase in foreign interest income mainly due to higher average interest rates, reflecting generally rising trends in interest rates in the United States.

Interest income decreased ¥15.0 billion to ¥2,990.7 billion for the fiscal year ended March 31, 2017 from ¥3,005.7 billion for the previous fiscal year. Domestic interest income decreased ¥79.0 billion mainly due to lower volume and interest rates on domestic loans. Foreign interest income increased ¥64.0 billion primarily due to higher volumes and interest rates on foreign trading account assets and higher interest rates on foreign loans.

Interest expense increased ¥25.3 billion to ¥769.6 billion for the fiscal year ended March 31, 2017 from ¥744.3 billion for the previous fiscal year. Domestic interest expense increased ¥16.6 billion, and foreign interest expense increased ¥8.7 billion. The higher domestic interest expense was primarily attributable to higher U.S. dollar funding rates in Japan and additional issuances of domestic bonds. The higher foreign interest expense was mainly due to higher money market interest rates and higher interest rates on deposits in the United States.

The average interest rate spread increased six basis points to 0.91% for the fiscal year ended March 31, 2017 from 0.85% for the previous fiscal year. Between the same periods, the average interest rate spread on domestic activities decreased one basis point to 0.51% from 0.52%, while the average interest rate spread on foreign activities increased nine basis points to 1.30% from 1.21%. The decrease in the average interest rate spread on domestic activities reflected the continued near-zero interest rate environment in Japan. In such an environment, for the fiscal year ended March 31, 2017 compared to the previous fiscal year, the average interest rate on domestic loans decreased four basis points to 1.09% from 1.13%, while the average interest rate on domestic deposits decreased two basis points to 0.04% from 0.06%. The increase in the average interest rate spread on foreign activities mainly reflected higher interest rates across all the interest-earning asset categories, with the average interest rates on loans, trading account assets, short-term interest-earning assets and interest-earning deposits in other banks increasing 11, 11, 18 and 15 basis points, respectively, for the fiscal year ended March 31, 2017 compared to the previous fiscal year. Between the same periods, the average interest rates also increased across all the interest-bearing liability categories except long-term liabilities. The average interest rate on foreign deposits increased 11 basis points, while the average interest rate on call money, funds purchased, and payable under repurchase agreements and securities lending transactions increased four basis points, and the average interest rate on other short-term borrowings and trading account liabilities increased 42 basis points. In contrast, the average interest rate on long-term debt decreased 42 basis points.

The Bank of Japan maintained a quantitative and qualitative monetary easing with negative interest rates policy throughout the reporting period. As a result, the yield on many financial instruments and other market interest rates in Japan have declined to negative levels, and the average interest rate on domestic assets continued to decline while the average rate on domestic liabilities reached historically low levels. In September 2016, the Bank of Japan announced a new quantitative and qualitative monetary easing with yield curve control policy,



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adding to its monetary policy a Japanese government bond purchase program with an aim to keep the yield of 10-year Japanese government bonds around zero percent. If the policy is maintained in Japan for an extended period, market interest rates may decline further, and our interest rate spread on domestic activities will likely continue to be under severe pressure. On the other hand, in the United States, the FRB raised the target range for the federal funds rate to between 0.5% to 0.75% in December 2016, to between 0.75% to 1.00% in March 2017, and to between 1.00% to 1.25% in June 2017. The FRB may decide to raise it further during this year, which may provide an opportunity to improve our interest rate spread but which may adversely impact the value of some of our interest-earning assets and the costs relating to some of our interest-bearing liabilities. For more information, see [Business Environment](#).

The average balance of interest-earning assets decreased ¥13.53 trillion to ¥239.19 trillion for the fiscal year ended March 31, 2017 from ¥252.72 trillion for the fiscal year ended March 31, 2016. The average balance of domestic interest-earning assets decreased ¥8.44 trillion to ¥145.18 trillion mainly due to a decrease in the balance of our available-for-sale Japanese government bond portfolio, reflecting a reduction in our holdings of Japanese government bonds to manage the risk of losses resulting from declines in the values of Japanese government bonds in a rising interest rate environment, as well as a decrease in loans, mainly reflecting repayments of loans by national governmental institutions. The average balance of foreign interest-earning assets decreased ¥5.09 trillion primarily due to lower balances of interest-earning deposits in other banks, short-term lending in the money market and loans, partially offset by an increase of ¥1.0 trillion in trading account assets, particularly U.S. Treasury bonds.

The average balance of interest-bearing liabilities increased ¥2.38 trillion to ¥223.52 trillion for the fiscal year ended March 31, 2017 from ¥221.14 trillion for the fiscal year ended March 31, 2016. While the average balance of domestic interest-bearing liabilities increased ¥6.99 trillion mainly due to a larger balance of deposits and additional issuances of bonds, the average balance of foreign interest-bearing liabilities decreased ¥4.60 trillion, reflecting lower balances across all the interest-bearing liability categories.

*Fiscal Year Ended March 31, 2016 Compared to Fiscal Year Ended March 31, 2015*

Net interest income for the fiscal year ended March 31, 2016 was ¥2,261.4 billion, an increase of ¥29.9 billion from ¥2,231.5 billion for the fiscal year ended March 31, 2015. Both interest income and interest expense increased, with the increase in interest income exceeding the increase in interest expense, mainly reflecting a higher balance of our foreign loans. While the average interest rate spread (which is the average interest rate on interest-earning assets minus the average interest rate on interest-bearing liabilities) decreased, the average balance of interest-earning assets increased, primarily reflecting larger volumes of foreign loans and interest-earning deposits in other banks.

Interest income increased ¥111.1 billion to ¥3,005.7 billion for the fiscal year ended March 31, 2016 from ¥2,894.6 billion for the previous fiscal year. Of the ¥111.1 billion increase in interest income, ¥73.1 billion was attributable to interest income from loans. In particular, loans booked at foreign branches and subsidiaries improved with the average loan balance for the fiscal year ended March 31, 2016 increasing ¥6,131.9 billion, or 14.0%, compared to the previous fiscal year. The average interest rate on foreign loans for the fiscal year ended March 31, 2016 decreased 0.07 percentage points compared to the previous fiscal year, reflecting lower market interest rates. Interest income from the domestic loan business decreased ¥48.1 billion, or 5.7%, compared to the previous fiscal year due to declining interest rates and intensified competition among lending institutions in Japan. Interest income from deposits in other banks increased ¥18.4 billion, or 28.6%, mainly due to a higher balance of deposits in central banks, including the Bank of Japan. Interest income from foreign trading account assets increased ¥35.2 billion, or 10.0%, due to a higher balance of foreign currency-denominated trading securities in the commercial banking subsidiaries, partially offset by a decrease of ¥13.1 billion, or 28.5%, in interest income from domestic trading account assets.

Interest expense also increased ¥81.2 billion to ¥744.3 billion for the fiscal year ended March 31, 2016 from ¥663.1 billion for the previous fiscal year. Interest expense on interest-bearing foreign deposits increased



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¥33.8 billion, or 13.7%, reflecting a ¥3,705.0 billion, or 9.9%, increase in the average balance of such deposits. Interest expense on long-term debt increased ¥32.0 billion, or 12.6%, due to higher balances of both domestic and foreign long-term debt despite lower average interest rates on such debt as we were able to finance at lower interest rates.

The average interest rate spread decreased 0.05 percentage points to 0.85% for the fiscal year ended March 31, 2016 from 0.90% for the previous fiscal year. For the fiscal year ended March 31, 2016, compared to the previous fiscal year, the average interest rate on interest-earning assets decreased 0.03 percentage points to 1.19% from 1.22%, while the average interest rate on interest-bearing liabilities increased 0.02 percentage points to 0.34% from 0.32%, which resulted in the overall decrease in the average interest rate spread. The average interest rate spread on domestic activities decreased 0.11 percentage points to 0.52% from 0.63%, while the average interest rate spread on foreign activities increased 0.02 percentage points to 1.21% from 1.19%. In Japan, while the average interest rate on interest-earning assets continued to decline, the average interest rate on interest-bearing liabilities slightly increased mainly because of higher interest rates on deposits and short-term borrowings. Interest expense on deposits includes profits and losses from derivatives embedded in structured deposits, where such interest expense is reduced by the amount of net profits and increased by the amount of net losses. For the fiscal year ended March 31, 2016, net profits from such derivatives significantly decreased compared to the previous fiscal year primarily due to lower customer demand for structured deposits as risk aversion heightened. In addition to interest expense on deposits, our cost of short-term U.S. dollar funding through funds purchased, and payables under repurchase agreements and securities lending transactions, also increased as interest rates in the United States were generally on a rising trend during the fiscal year ended March 31, 2016. The impact of these increases in interest expense on deposits and funding cost more than offset the continued downward pressure on interest rates in Japan. As for foreign interest-earning assets and foreign interest-bearing liabilities, interest rates remained, on average, relatively unchanged for the fiscal year ended March 31, 2016 compared to the previous fiscal year, as the impact of the overall increasing trend in interest rates in the United States was offset to a large extent by the overall decreasing trend in interest rates in the Eurozone, where the ECB adjusted its policy interest rates downward to negative rates.

The Bank of Japan has maintained a quantitative and qualitative monetary easing with negative interest rates policy and applied a negative interest rate of minus 0.1% to the Policy-Rate Balances, which are a part of current account amounts held by financial institutions at the Bank of Japan. As a result, the yield on many financial instruments and other market interest rates in Japan have declined to negative levels and the average interest rate on domestic assets continued to decline while the average rate on domestic liabilities reached historically low levels. If the policy is maintained in Japan for an extended period, or if the Bank of Japan's negative interest rate is lowered from the current level, market interest rates may decline further, and our interest rate spread on domestic activities will likely continue to be under severe pressure. Monetary easing policies adopted in foreign markets in Europe, Asia and other regions have placed downward pressure on short-term interest rates in recent periods. However, changes in monetary policies in the United States, declining oil and other commodity prices, concerns over potentially serious ramifications of the result of the U.K. referendum in June 2016, where a majority voted to leave the European Union, and the slowing growth in emerging economies have recently begun to add volatility in both long-term and short-term interest rates, affecting our interest spread. For further information on the Bank of Japan's monetary policy and recent interest rate fluctuations in Japan, see Business Environment Economic Environment in Japan.

The average interest-earning assets for the fiscal year ended March 31, 2016 were ¥252,715.7 billion, an increase of ¥15,468.0 billion from ¥237,247.7 billion for the fiscal year ended March 31, 2015. The average domestic interest-earning assets increased ¥6,782.6 billion to ¥153,612.6 billion mainly due to increases in interest-earning deposits in other banks, particularly the Bank of Japan. This was partially offset by a decrease in the balance of Japanese government bonds to manage interest rate fluctuation risks particularly in light of the Bank of Japan's quantitative and qualitative monetary easing with negative interest rates and measures to purchase Japanese government bonds in the market, which resulted in the yield on Japanese government bonds declining to negative levels. The average foreign interest-earning assets increased ¥8,685.4 billion to

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¥99,103.1 billion mainly due to an increase in foreign loans. The increase in foreign loans was mainly due to increased lending activity in the Americas, particularly in the United States, where economic conditions continued to improve at a moderate pace.

The average interest-bearing liabilities for the fiscal year ended March 31, 2016 were ¥221,147.0 billion, an increase of ¥11,045.7 billion from ¥210,101.3 billion for the fiscal year ended March 31, 2015. The average domestic interest-bearing liabilities increased ¥7,324.4 billion to ¥159,323.2 billion mainly due to increases in interest-bearing deposits and long-term debt. The higher balance of domestic deposits was mainly due to an increase in domestic deposits in the banking subsidiaries as customer preference shifted due to the Bank of Japan's quantitative and qualitative monetary easing with negative interest rates policy. Following the implementation of the policy, the yield on various financial instruments and other market interest rates in Japan, including the yield on Japanese government bonds, declined to negative levels. Many financial institutions and money management funds reduced their investments in the money markets to avoid the impact of negative interest rates on their investments and their account amounts at the Bank of Japan. As a result, corporate customers moved their money invested in the money markets to deposit accounts. The increase in domestic long-term debt was mainly due to the issuances by MUFG of senior bonds to comply with the TLAC requirements and to maintain larger balances of foreign currency loans in the banking subsidiaries. The average foreign interest-bearing liabilities increased ¥3,721.3 billion to ¥61,823.8 billion mainly due to larger deposit balances.

***Provision (credit) for credit losses***

Provision (credit) for credit losses is charged to operations to maintain the allowance for credit losses at a level deemed appropriate by management. For more information on our provision (credit) for credit losses and a description of the approach and methodology used to establish the allowance for credit losses, see [B. Liquidity and Capital Resources](#) Financial Condition [Loan Portfolio](#) Allowance policy.

***Fiscal Year Ended March 31, 2017 Compared to Fiscal Year Ended March 31, 2016***

We recorded ¥253.7 billion of provision for credit losses for the fiscal year ended March 31, 2017, compared to ¥231.9 billion for the previous fiscal year. By segment, for the fiscal year ended March 31, 2017, ¥177.3 billion, ¥12.2 billion, ¥13.3 billion and ¥51.0 billion of provision for credit losses were recorded in the Commercial, Residential, Card and Krungsri segments, respectively, while ¥0.1 billion of credit for credit losses was recorded in the MUAH segment. For the previous fiscal year, ¥117.1 billion, ¥0.9 billion, ¥47.4 billion and ¥76.0 billion of provision for credit losses were recorded in the Commercial, Card, MUAH and Krungsri segments, respectively, while ¥9.5 billion of credit for credit losses was recorded in the Residential segment.

The provision recorded in the Commercial segment for the fiscal year ended March 31, 2017 mainly reflected the deterioration in the business and financial performance of a large borrower in the domestic electronics manufacturing industry and a large foreign borrower in the trading industry. The provision for credit losses in the Residential segment for the fiscal year ended March 31, 2017 primarily resulted from updates to our future forecast of credit losses with respect to certain individual borrowers reflecting information relating to more recent transactions with such borrowers. The provision for credit losses in the Krungsri segment for the fiscal year ended March 31, 2017 mainly reflected the negative impact of the stagnant economic conditions in Thailand on the credit quality of the small and medium-sized enterprise portfolio and the retail and consumer finance portfolio.

The credit for credit losses in the MUAH segment for the fiscal year ended March 31, 2017 compared to the provision of the previous fiscal year was primarily due to the stabilization of the credit quality of borrowers in the oil and gas sector in MUAH's loan portfolio, particularly those that are engaged in the petroleum exploration and production businesses. Recovering oil and gas prices positively affected those businesses.





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We recorded ¥163.2 billion of provision for credit losses for our domestic loan portfolio for the fiscal year ended March 31, 2017, compared to credit for credit losses of ¥5.3 billion for the previous fiscal year. This reflected the deteriorated credit quality of the large domestic borrower in the Commercial segment and the provisions recorded for certain individual borrowers in the Residential segment. We recorded ¥90.5 billion of provision for credit losses for our foreign portfolio for the fiscal year ended March 31, 2017, compared to provision for credit losses of ¥237.2 billion for the previous fiscal year. This smaller provision was primarily attributable to improvements in the credit quality of foreign subsidiaries of a large Japanese electronics manufacturer in the Commercial segment and the stabilization of the credit quality of oil and gas borrowers in the MUAH segment.

For more information, see B. Liquidity and Capital Resources Financial Condition Loan Portfolio.

*Fiscal Year Ended March 31, 2016 Compared to Fiscal Year Ended March 31, 2015*

We recorded ¥231.9 billion of provision for credit losses for the fiscal year ended March 31, 2016, compared to ¥87.0 billion for the previous fiscal year. By segment, for the fiscal year ended March 31, 2016, ¥117.1 billion, ¥0.9 billion, ¥47.4 billion and ¥76.0 billion of provision for credit losses were recorded in the Commercial, Card, MUAH and Krungsri segments, respectively, while ¥9.5 billion of credit for credit losses was recorded in the Residential segment. For the previous fiscal year, ¥22.6 billion, ¥2.6 billion and ¥94.6 billion of provision for credit losses were recorded in the Commercial, Card and Krungsri segments, respectively, while ¥30.9 billion and ¥1.9 billion of credit for credit losses were recorded in the Residential and MUAH segments, respectively.

The provision recorded in the Commercial segment for the fiscal year ended March 31, 2016 mainly reflected further deterioration in the business and financial performance of a large borrower in the domestic electronics manufacturing industry, and deterioration in the credit conditions of borrowers in the energy sector, which were adversely affected by declining oil and other commodity prices. The provision for credit losses in the MUAH segment for the fiscal year ended March 31, 2016 primarily reflected the deteriorated credit quality of borrowers in the oil and gas sector in MUAH's loan portfolio, particularly those that are engaged in the petroleum exploration and production business. The provision for credit losses in the Krungsri segment for the fiscal year ended March 31, 2016 mainly reflected the negative impact of the stagnant economic conditions in Thailand on the credit quality of the small and medium-sized enterprise portfolio and the retail and consumer finance portfolio.

The decrease in provision for credit losses in the Card segment for the fiscal year ended March 31, 2016 compared to the previous fiscal year was primarily due to an overall improvement in the credit quality of the portfolio as we continued to apply refined borrower screening, which we had originally implemented in June 2010 under regulatory reforms in the consumer finance industry, and the stable corporate environment in recent periods has contributed to higher income for borrowers in the segment. The credit for credit losses in the Residential segment reflected an overall improvement in the credit quality of the portfolio as the stable corporate environment in recent periods has contributed to higher income for borrowers in the segment.

We recorded ¥5.3 billion of credit for credit losses for our domestic loan portfolio for the fiscal year ended March 31, 2016, compared to credit for credit losses of ¥17.5 billion for the previous fiscal year. This reflected the improved credit quality of the Residential segment. We recorded ¥237.2 billion of provision for credit losses for our foreign portfolio for the fiscal year ended March 31, 2016, compared to provision for credit losses of ¥104.5 billion for the previous fiscal year. This increase was primarily attributable to the deteriorated credit conditions of overseas borrowers in the energy sector.

For more information, see B. Liquidity and Capital Resources Financial Condition Loan Portfolio.



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The following table is a summary of our non-interest income for the fiscal years ended March 31, 2015, 2016 and 2017:

	Fiscal years ended March 31,		
	2015	2016	2017
	(in billions)		
<b>Fees and commissions income:</b>			
Fees and commissions on deposits	¥ 57.1	¥ 58.9	¥ 53.9
Fees and commissions on remittances and transfers	168.1	169.1	168.6
Fees and commissions on foreign trading business	71.5	84.7	75.0
Fees and commissions on credit card business	179.7	193.6	198.1
Fees and commissions on security-related services	285.7	285.3	239.5
Fees and commissions on administration and management services for investment funds	141.1	149.9	155.7
Trust fees	106.9	110.1	103.1
Guarantee fees	53.0	44.7	41.8
Insurance commissions	63.3	69.5	59.9
Fees and commissions on real estate business	36.4	43.5	39.8
Other fees and commissions	238.2	266.6	279.5
<b>Total</b>	<b>1,401.0</b>	<b>1,475.9</b>	<b>1,414.9</b>
Foreign exchange gains (losses) net	(113.1)	192.1	(134.9)
<b>Trading account profits (losses) net:</b>			
Net profits (losses) on interest rate and other derivative contracts	(37.4)	434.4	(325.0)
Net profits (losses) on trading account securities, excluding derivatives	1,186.1	(157.7)	(314.2)
<b>Total</b>	<b>1,148.7</b>	<b>276.7</b>	<b>(639.2)</b>
<b>Investment securities gains net:</b>			
<b>Net gains on sales of available-for-sale securities:</b>			
Debt securities	71.2	110.9	118.9
Marketable equity securities	70.5	153.7	185.7
<b>Impairment losses on available-for-sale securities:</b>			
Debt securities	(3.5)	(1.0)	(0.7)
Marketable equity securities	(0.6)	(21.9)	(32.0)
Other	17.1	(9.4)	9.3
<b>Total</b>	<b>154.7</b>	<b>232.3</b>	<b>281.2</b>
Equity in earnings of equity method investees net	172.9	176.9	197.8
Gains on sales of loans	15.0	12.2	13.3
Other non-interest income	65.9	41.6	63.6
<b>Total non-interest income</b>	<b>¥ 2,845.1</b>	<b>¥ 2,407.7</b>	<b>¥ 1,196.7</b>

Non-interest income consists of the following:

*Fees and commissions income*

Fees and commissions income consist of the following:

*Fees and commissions on deposits* consist of fees and commissions charged for ATM transactions and other deposit and withdrawal services.

*Fees and commissions on remittances and transfers* consist of fees and commissions charged for settlement services such as domestic fund remittances, including those made through electronic banking.

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*Fees and commissions on foreign trading business* consist of fees and commissions charged for fund collection and financing services related to foreign trading business activities.

*Fees and commissions on credit card business* consist of fees and commissions related to the credit card business such as interchange income, annual fees, royalty and other service charges from franchisees.

*Fees and commissions on security-related services* primarily consist of fees and commissions for sales and transfers of securities, including investment funds, underwriting, brokerage and advisory services, securitization arrangement services, and agency services for the calculation and payment of dividends.

*Fees and commissions on administration and management services for investment funds* primarily consist of fees and commissions earned on managing investment funds on behalf of clients.

*Trust fees* consist primarily of fees earned on fiduciary asset management and administration services for corporate pension plans and investment funds.

*Guarantee fees* consist of fees related to the guarantee business, including those charged for providing guarantees on residential mortgage loans and other loans.

*Insurance commissions* consist of commissions earned by acting as agent for insurance companies for the sale of insurance products.

*Fees and commissions on real estate business* primarily consist of fees from real estate agent services.

*Other fees and commissions* include various fees and commissions, such as arrangement fees and agent fees, other than the fees mentioned above.

### *Net foreign exchange gains (losses)*

Net foreign exchange gains (losses) consist of the following:

*Net foreign exchange gains (losses) on derivative contracts* are net gains (losses) primarily on currency derivative instruments entered into for trading purposes. For more information on our derivative contracts, see Note 24 to our consolidated financial statements included elsewhere in this Annual Report.

*Net foreign exchange gains (losses) on other than derivative contracts* include foreign exchange trading gains (losses) as well as transaction gains (losses) on the translation into Japanese yen of monetary assets and liabilities denominated in foreign currencies. The transaction gains (losses) on the translation into Japanese yen fluctuate from period to period depending upon the spot rates at the end of each fiscal year. In principle, all transaction gains (losses) on translation of monetary assets and liabilities denominated in foreign currencies are included in current earnings.

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*Net foreign exchange gains (losses) related to the fair value option* include transaction gains (losses) on the translation into Japanese yen of securities under the fair value option. For more information on the fair value option, see Note 32 to our consolidated financial statements included elsewhere in this Annual Report.

### *Net trading account profits (losses)*

Trading account assets and liabilities are carried at fair value and changes in the value of trading account assets and liabilities are recorded in net trading account profits (losses). Activities reported in our net trading account profits (losses) can generally be classified into two categories:

trading purpose activities, which are conducted mainly for the purpose of generating profits either through transaction fees or arbitrage gains and involve frequent and short-term selling and buying of securities, commodities or others; and

trading account assets relating to the application of certain accounting rules, which are generally not related to trading purpose activities, but simply classified as trading accounts due to the application of certain accounting rules.

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Of the two categories, trading account assets relating to the application of certain accounting rules represent a larger portion of our trading account losses for the fiscal year ended March 31, 2017.

We generally do not separate, for financial reporting purposes, customer originated trading activities from non-customer related, proprietary trading activities. When an order for a financial product is placed by a customer, a dealer offers a price which includes certain transaction fees, often referred to as the margin to the market price. The margin is determined by considering factors such as administrative costs, transaction amount and liquidity of the applicable financial product. Once the customer agrees to the offered price, the deal is completed and the position is recorded in our ledger as a single entry without any separation of components. To manage the risk relating to the customer side position, we often enter into an offsetting transaction with the market. Unrealized gains and losses as of the period-end for both the customer side position and the market side position are recorded within the same trading account profits and losses.

Net trading account profits (losses) consist of net profits (losses) on interest rate and other derivative contracts and net profits (losses) on trading account securities, excluding derivatives.

Net profits (losses) on interest rate and other derivative contracts are reported for net profits (losses) on derivative instruments which primarily relate to trading purpose activities and include:

*Interest rate contracts:* Interest rate contracts are mainly utilized to manage interest rate risks which could arise from mismatches between assets and liabilities resulting from customer originated trading activities;

*Equity contracts:* Equity contracts are mainly utilized to manage the risk that would arise from price fluctuations of stocks held in connection with customer transactions;

*Commodity contracts:* Commodity contracts are mainly utilized to meet customers demand for hedging the risks relating to their transactions, and to diversify our portfolio; and

*Credit derivatives:* Credit derivatives are mainly utilized as a part of our credit portfolio risk management.

Derivative instruments for trading purposes also include those used as hedges of net exposures rather than for specifically identified assets or liabilities, which do not meet the specific criteria for hedge accounting.

Net profits (losses) on trading account securities, excluding derivatives, consist of:

*Net profits (losses) on trading account securities,* which primarily consist of gains and losses on trading and valuation of trading securities which relate to trading purpose activities. Net profits (losses) on investment securities held by certain consolidated variable interest entities, or VIEs, are included in accordance with the applicable accounting rules.

*Net profits (losses) on trading account securities under the fair value option,* which are classified into trading accounts profits (losses) in accordance with certain accounting rules. For more information on the fair value option, see Note 32 to our consolidated financial



statements included elsewhere in this Annual Report.

*Net investment securities gains (losses)*

Net investment securities gains (losses) primarily include net gains (losses) on sales of marketable securities, particularly debt securities and marketable equity securities that are classified as available-for-sale securities. In addition, impairment losses are recognized and offset net investment securities gains when management concludes that declines in the fair value of investment securities are other than temporary.

**Table of Contents***Net equity in earnings (losses) of equity method investees*

Net equity in earnings (losses) of equity method investees includes our equity interest in the earnings of our equity method investees and impairment losses on our investments in equity method investees.

*Fiscal Year Ended March 31, 2017 Compared to Fiscal Year Ended March 31, 2016*

Non-interest income decreased ¥1,211.0 billion to ¥1,196.7 billion for the fiscal year ended March 31, 2017 from ¥2,407.7 billion for the fiscal year ended March 31, 2016. This decrease was mainly attributable to a ¥915.9 billion decrease in net trading account profits, reflecting fluctuations in interest rates and equity prices in Japan and the United States, and a ¥327.0 billion decrease in net gains on foreign exchange.

*Fees and commissions income*

Fees and commissions income decreased ¥61.0 billion to ¥1,414.9 billion for the fiscal year ended March 31, 2017 from ¥1,475.9 billion for the fiscal year ended March 31, 2016. This decrease was primarily due to a decrease in fees and commissions on security-related services due to weaker customer demand in response to uncertain market conditions between April 2016 and mid-November 2016. The decrease in fees and commissions income was also attributable to lower insurance commissions since the sales of certain types of single premium insurance products were suspended in April 2016 after Japanese government bonds began trading on negative yields.

*Net foreign exchange gains (losses)*

The following table sets forth the details of our foreign exchange gains and losses for the fiscal years ended March 31, 2016 and 2017:

	<b>Fiscal years ended March 31,</b>	
	<b>2016</b>	<b>2017</b>
	<b>(in billions)</b>	
Foreign exchange gains (losses) net:		
Net foreign exchange gains (losses) on derivative contracts	¥ 374.3	¥ (183.2)
Net foreign exchange gains on other than derivative contracts	875.8	455.7
Net foreign exchange losses related to the fair value option	(1,058.0)	(407.4)
<b>Total</b>	<b>¥ 192.1</b>	<b>¥ (134.9)</b>

Net foreign exchange losses for the fiscal year ended March 31, 2017 were ¥134.9 billion, compared to net gains of ¥192.1 billion for the fiscal year ended March 31, 2016. This was mainly due to larger transaction losses on foreign exchange derivative contracts. This was primarily due to lower mark to market valuation on currency swaps entered in connection with our U.S. dollar funding, reflecting the fluctuations in the exchange rate between the Japanese yen and the U.S. dollar and the wider gap in interest rates between Japan and the United States. In addition, our net foreign exchange gains on other than derivative contracts decreased primarily due to the negative impact of foreign currency exchange rates on

the Japanese yen translated amounts of our monetary assets denominated in foreign currencies as the Japanese yen appreciated against other major currencies between December 30, 2015 and 2016 on a spot rate basis. These losses were partially offset by smaller net foreign exchange losses on foreign currency-denominated investment securities under the fair value option, particularly U.S. Treasury bonds.

**Table of Contents***Net trading account profits (losses)*

The following table sets forth details of our trading account profits and losses for the fiscal years ended March 31, 2016 and 2017:

	Fiscal years ended March 31, 2016                      2017 (in billions)	
Trading account profits (losses) net:		
Net profits (losses) on interest rate and other derivative contracts		
Interest rate contracts	¥ 243.7	¥ (136.9)
Equity contracts	149.2	(153.1)
Commodity contracts	1.8	1.8
Credit derivatives	12.4	18.1
Other	27.3	(54.9)
<b>Total</b>	<b>¥ 434.4</b>	<b>¥ (325.0)</b>
Net losses on trading account securities, excluding derivatives		
Trading account securities	¥ 0.1	¥ 150.7
Trading account securities under the fair value option	(157.8)	(464.9)
<b>Total</b>	<b>¥ (157.7)</b>	<b>¥ (314.2)</b>
<b>Total</b>	<b>¥ 276.7</b>	<b>¥ (639.2)</b>

We recorded net trading account losses of ¥639.2 billion for the fiscal year ended March 31, 2017, compared to net trading account profits of ¥276.7 billion for the fiscal year ended March 31, 2016. This decrease was mainly due to ¥325.0 billion of net losses on interest rate and other derivative contracts for the fiscal year ended March 31, 2017, compared to ¥434.4 billion of net profits on such derivative contracts for the previous fiscal year. This resulted mainly from increases in long-term interest rates in Japan and the United States and increases in equity prices in Japan. The yields of 10-year Japanese government bonds rose from negative rates to around 0.05% between mid-November 2016 and March 2017. The yields of 10-year U.S. Treasury bonds also rose from around 1.7% between April 2016 and mid-November 2016 to around 2.4% between mid-November 2016 and March 2017. The Nikkei Stock Average rose from around ¥16,500 between April 2016 and mid-November 2016 to around ¥19,000 between mid-November 2016 and March 2017. We also recorded larger net losses on trading account securities, excluding derivatives, due to the lower values of trading account securities under the fair value option, particularly U.S. Treasury bonds, as interest rates rose in the United States. The losses were partially offset by larger net profits on trading account securities in the securities subsidiaries as equity prices increased in Japan towards the end of the calendar year 2016.

*Net investment securities gains (losses)*

Net investment securities gains increased ¥48.9 billion to ¥281.2 billion for the fiscal year ended March 31, 2017 from ¥232.3 billion for the fiscal year ended March 31, 2016. This increase was mainly due to an increase of ¥32.0 billion in net gains on sales of available-for-sale marketable equity securities as we continued to sell down our equity holdings in an effort to reduce the risk of stock price fluctuations. In addition, net gains on sales of available-for-sale debt securities increased ¥8.0 billion, reflecting a higher volume of sales of Japanese government bonds to reduce our holdings of such bonds as part of our asset and liability management and interest rate risk management measures. These increases were partially offset by larger impairment losses on available-for-sale equity securities, mainly reflecting decreases in the prices of equity securities held by our commercial banking subsidiaries as the Nikkei Stock Average declined during the first half of the

fiscal year ended March 31, 2017.

**Table of Contents***Net equity in earnings of equity method investees*

Net equity in earnings of equity method investees for the fiscal year ended March 31, 2017 was ¥197.8 billion, compared to ¥176.9 billion for the previous fiscal year, reflecting higher earnings of our equity method investees, including Morgan Stanley.

*Fiscal Year Ended March 31, 2016 Compared to Fiscal Year Ended March 31, 2015*

Non-interest income decreased ¥437.4 billion to ¥2,407.7 billion for the fiscal year ended March 31, 2016 from ¥2,845.1 billion for the fiscal year ended March 31, 2015. This decrease was mainly attributable to a ¥1,343.8 billion decrease in net profits on trading account securities, excluding derivatives. This decrease was partially offset by a ¥471.8 billion increase in net profits on interest rate and other derivative contracts.

*Fees and commissions income*

Fees and commissions income increased ¥74.9 billion to ¥1,475.9 billion for the fiscal year ended March 31, 2016 from ¥1,401.0 billion for the fiscal year ended March 31, 2015. This increase was primarily due to an increase in fees and commissions on foreign trading business in domestic and overseas branches. Fees and commissions on credit card business also increased primarily due to an increased number of consumer finance clients and an increased volume of transactions achieved through improved cooperation between BTMU and Krungsri.

*Net foreign exchange gains (losses)*

The following table sets forth the details of our foreign exchange gains and losses for the fiscal years ended March 31, 2015 and 2016:

	<b>Fiscal years ended March 31,</b>	
	<b>2015</b>	<b>2016</b>
	<b>(in billions)</b>	
Foreign exchange gains (losses) net:		
Net foreign exchange gains (losses) on derivative contracts	¥ (217.5)	¥ 374.3
Net foreign exchange gains (losses) on other than derivative contracts	(862.2)	875.8
Net foreign exchange gains (losses) related to the fair value option	966.6	(1,058.0)
<b>Total</b>	<b>¥ (113.1)</b>	<b>¥ 192.1</b>

Net foreign exchange gains for the fiscal year ended March 31, 2016 were ¥192.1 billion, compared to ¥113.1 billion of net foreign exchange losses for the fiscal year ended March 31, 2015. This was mainly due to an increase of ¥1,738.0 billion in net foreign exchange gains on other than derivative contracts. As the Japanese yen appreciated against other major currencies during the fiscal year ended March 31, 2016, net foreign exchange gains on other than derivative contracts increased primarily due to the foreign exchange translation impact on the value of monetary liabilities denominated in foreign currencies in our commercial banking subsidiaries. Net foreign exchange gains on derivative contracts increased ¥591.8 billion, mainly reflecting higher trading gains on currency options and currency swaps in the banking subsidiaries.

These increases were partially offset by larger losses on securities transactions due to the foreign exchange translation impact.

**Table of Contents***Net trading account profits (losses)*

The following table sets forth details of our trading account profits and losses for the fiscal years ended March 31, 2015 and 2016:

	Fiscal years ended March 31, 2015                      2016 (in billions)	
Trading account profits (losses) net:		
Net profits (losses) on interest rate and other derivative contracts		
Interest rate contracts	¥ 261.6	¥ 243.7
Equity contracts	(255.1)	149.2
Commodity contracts	(6.3)	1.8
Credit derivatives	5.1	12.4
Other	(42.7)	27.3
<b>Total</b>	<b>¥ (37.4)</b>	<b>¥ 434.4</b>
Net profits (losses) on trading account securities, excluding derivatives		
Trading account securities	¥ 496.7	¥ 0.1
Trading account securities under the fair value option	689.4	(157.8)
<b>Total</b>	<b>¥ 1,186.1</b>	<b>¥ (157.7)</b>
<b>Total</b>	<b>¥ 1,148.7</b>	<b>¥ 276.7</b>

We recorded net trading account profits of ¥276.7 billion for the fiscal year ended March 31, 2016, compared to ¥1,148.7 billion for the fiscal year ended March 31, 2015. This decrease was mainly due to ¥157.8 billion of net losses on trading account securities under the fair value option for the fiscal year ended March 31, 2016, compared to ¥689.4 billion of net gains on such securities for the previous fiscal year. This resulted mainly from lower prices of U.S. Treasury securities as interest rates in the United States increased. In addition, net profits on trading account securities decreased ¥496.6 billion because lower trading volumes in, and smaller price increases of, Japanese government bonds. The volume of trading in Japanese government bonds in the market decreased in the fiscal year ended March 31, 2016 compared to the previous fiscal year. These decreases were partially offset by an improvement of ¥471.8 billion in net profits on interest rate and other derivative contracts, mainly reflecting higher fair values of, and larger trading profits on, equity contracts.

*Net investment securities gains*

Net investment securities gains increased ¥77.6 billion to ¥232.3 billion for the fiscal year ended March 31, 2016 from ¥154.7 billion for the fiscal year ended March 31, 2015. This increase was mainly due to an increase of ¥83.2 billion in net gains on sales of available-for-sale marketable equity securities as we continued to sell down our equity holdings in an effort to reduce the risk of stock price fluctuations. In addition, net gains on sales of available-for-sale debt securities increased ¥39.7 billion, reflecting the higher volume of sales of Japanese government bonds to reduce our holdings of such bonds as part of our asset and liability management and interest rate risk management measures. These increases were partially offset by larger impairment losses on available-for-sale equity securities, mainly reflecting the generally declining trend in stock prices in Japan.



*Net equity in earnings of equity method investees*

Net equity in earnings of equity method investees for the fiscal year ended March 31, 2016 was ¥176.9 billion, compared to ¥172.9 billion for the previous fiscal year, reflecting higher earnings of our equity method investees, including Morgan Stanley.

**Table of Contents****Non-Interest Expense**

The following table shows a summary of our non-interest expense for the fiscal years ended March 31, 2015, 2016 and 2017:

	Fiscal years ended March 31,		
	2015	2016 (in billions)	2017
Salaries and employee benefits	¥ 1,097.5	¥ 1,158.9	¥ 1,096.8
Occupancy expenses net	168.7	182.8	176.8
Fees and commissions expenses	248.1	285.4	273.7
Outsourcing expenses, including data processing	241.7	244.7	258.3
Depreciation of premises and equipment	108.6	99.7	99.8
Amortization of intangible assets	222.4	237.3	227.9
Impairment of intangible assets	0.7	117.7	5.8
Insurance premiums, including deposit insurance	115.5	91.9	91.9
Communications	54.7	58.3	55.3
Taxes and public charges	96.6	93.7	94.0
Impairment of goodwill	3.4	333.7	6.6
Provision (credit) for off-balance sheet credit instruments	0.9	(0.2)	106.6
Other non-interest expenses	368.1	370.6	398.1
Total non-interest expense	¥ 2,726.9	¥ 3,274.5	¥ 2,891.6

Non-interest expense consists of:

*salaries and employee benefits*, which include the amount of money paid as salaries and bonuses as well as the cost of fringe-benefits,

*occupancy expenses net*, which include the amount of money paid as rents for offices and other facilities,

*fees and commissions expenses*, which include the amount of money paid as fees and commissions on services received,

*outsourcing expenses, including data processing*, which include the amount of money paid for the outsourcing services, including IT-related services,

*depreciation of premise and equipment*, which includes the depreciation of the value of buildings, equipment and furniture through the passage of time,

*amortization of intangible assets*, which includes the amount of deductions of the cost of investments in software and other intangible assets over their estimated useful lives,

*impairment of intangible assets*, which includes the amount of reductions in the carrying amounts of intangible assets with indefinite useful lives in excess of their fair values,

*insurance premiums, including deposits insurance*, which include the amount of money paid as the insurance premiums including the deposit insurance premiums paid to the Deposit Insurance Corporation of Japan

*communications*, which include the amount of money paid for communications such as postal services and telecommunications,

*taxes and public charges*, which include the amount of tax payments and other public charges,

*impairment of goodwill*, which includes the amount of reductions in the carrying amount of goodwill recorded in connection with the acquisition of companies in excess of their fair values,

*Provision (credit) for off-balance sheet credit instruments*, which includes the amount of money reserved for the estimated amount of losses on off-balance sheet credit instruments or reversal of any portion of such amount,

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*provision for repayment of excess interest*, which includes the amount of money reserved for the estimated amount of repayment of excess interest payments received in our consumer finance and credit card subsidiaries and which is included in other non-interest expenses, and

*other non-interest expenses.*

### *Fiscal Year Ended March 31, 2017 Compared to Fiscal Year Ended March 31, 2016*

Non-interest expense decreased ¥382.9 billion to ¥2,891.6 billion for the fiscal year ended March 31, 2017 from ¥3,274.5 billion for the previous fiscal year. Major factors affecting this decrease are discussed below.

#### *Salaries and employee benefits*

The decrease of ¥62.1 billion in salaries and employee benefits was mainly due to headcount reductions in our subsidiaries in the Americas.

#### *Impairment of intangible assets*

Impairment of intangible assets as of March 31, 2017 was ¥5.8 billion, compared to ¥117.7 billion as of March 31, 2016. This was primarily attributable to a smaller impairment of the core deposit intangible assets held by BTMU.

#### *Impairment of goodwill*

Impairment of goodwill as of March 31, 2017 was ¥6.6 billion, compared to ¥333.7 billion as of March 31, 2016. This was primarily attributable to a smaller impairment of goodwill recognized relating to reporting units within the Global Business Group segment.

#### *Provision (credit) for off-balance sheet credit instruments*

We recorded ¥106.6 billion of provision for off-balance sheet credit instruments for the fiscal year ended March 31, 2017 primarily relating to commitments and guarantees extended to large borrowers in the domestic electronic manufacturing industry in financial difficulty.

### *Fiscal Year Ended March 31, 2016 Compared to Fiscal Year Ended March 31, 2015*

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Non-interest expense increased ¥547.6 billion to ¥3,274.5 billion for the fiscal year ended March 31, 2016 from ¥2,726.9 billion for the previous fiscal year. Major factors affecting this increase are discussed below.

### *Salaries and employee benefits*

Salaries and employee benefits for the fiscal year ended March 31, 2016 were ¥1,158.9 billion, an increase of ¥61.4 billion from ¥1,097.5 billion for the previous fiscal year. This increase was primarily due to an increase in salaries largely in MUAH to increase the headcount of qualified personnel to facilitate the process for its preparation for compliance with U.S. enhanced prudential standards rules, which became applicable on July 1, 2016.

### *Impairment of goodwill*

Impairment of goodwill for the fiscal year ended March 31, 2016 was ¥333.7 billion, an increase of ¥330.3 billion from ¥3.4 billion for the fiscal year ended March 31, 2015.

For the fiscal year ended March 31, 2016, we recognized ¥4.3 billion in impairment of goodwill relating to a reporting unit within the Trust Assets Business Group segment. We readjusted the future cash flow projection of the reporting unit in this segment, considering the relevant subsidiaries' recent business performance. In light of this situation, the fair value of the reporting unit, which was based on its projected discounted future cash flow, fell below the carrying amount of the reporting unit. As a result of the required goodwill impairment test, the carrying amount of the reporting unit's goodwill exceeded the implied fair value of the reporting unit's goodwill, and the impairment loss was recognized on the related goodwill.

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For the fiscal year ended March 31, 2016, we recognized ¥151.7 billion in impairment of goodwill relating to the reporting unit other than MUAH and Krungsri within the Global Business Group segment. The Bank of Japan announced implementation of the quantitative and qualitative monetary easing with negative interest rates policy in January 2016, and the benchmark yield turned and stayed negative through to the end of the fiscal year. Japanese stock prices have fallen, and the Japanese yen has appreciated against other major currencies since the start of the calendar year 2016, reflecting investors' heightened risk aversion around the globe. As a result, MUFG's stock price declined from ¥743.7 on March 31, 2015 to ¥521.5 on March 31, 2016. Since the fair value of the reporting unit other than MUAH and Krungsri within the Global Business Group segment was estimated based on MUFG's stock price, this decline led to a decrease in MUFG's market capitalization and negatively affected the fair value of the reporting unit. In light of this situation, the fair value of the reporting unit fell below the carrying amount of the reporting unit. As a result of the required goodwill impairment test, the carrying amount of the reporting unit's goodwill exceeded the implied fair value of the reporting unit's goodwill, and the impairment loss was recognized on the related goodwill.

For the fiscal year ended March 31, 2016, we recognized ¥177.8 billion in impairment of goodwill relating to the Krungsri reporting unit within the Global Business Group segment. The economy in China continued to slow down due to weaker investment activity, while decreasing exports adversely affected other Asian economies, including Thailand. As a result of the slowdown in Thailand's economic growth, Krungsri's stock price declined from THB44.75 on December 31, 2014 to THB29.75 on December 31, 2015. Since the fair value of the Krungsri reporting unit was estimated based on Krungsri's stock price, this decline led to a decrease in Krungsri's market capitalization and negatively affected the fair value of the reporting unit. In light of this situation, the fair value of the reporting unit fell below the carrying amount of the reporting unit. As a result of the required goodwill impairment test, the carrying amount of the reporting unit's goodwill exceeded the implied fair value of the reporting unit's goodwill, and the impairment loss was recognized on the related goodwill.

*Impairment of intangible assets*

Impairment of intangible assets for the fiscal year ended March 31, 2016 was ¥117.7 billion, compared to ¥0.7 billion for the previous fiscal year. This increase was primarily due to an increase in impairment on the core deposit intangible held by BTMU. The quantitative and qualitative monetary easing with negative interest rates policy of the Bank of Japan led to a decrease in the spread between the interest rate on BTMU's core deposit funding and alternative interest rates on BTMU's funding in the market. As a result, we reevaluated our core deposit intangible and recognized an impairment loss on BTMU's core deposit intangible. See Note 6 to our consolidated financial statements included elsewhere in this Annual Report.

*Provision for repayment of excess interest*

Provision for repayment of excess interest for the fiscal year ended March 31, 2016 was ¥31.0 billion, compared to nil for the fiscal year ended March 31, 2015. The provision was recognized as we began to receive more claims from borrowers than we had anticipated during the three months ended March 31, 2016. The provision is included in other non-interest expenses in our consolidated statements of income.

*Income Tax Expense*

The following table shows a summary of our income tax expense for the fiscal years ended March 31, 2015, 2016 and 2017:

**Fiscal years ended March 31,**

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	2015	2016	2017
	(in billions, except percentages)		
Income before income tax expense	¥ 2,262.7	¥ 1,162.7	¥ 272.5
Income tax expense	666.0	369.4	94.4
Effective income tax rate	29.4%	31.8%	34.7%
Combined normal effective statutory tax rate	35.6%	33.9%	31.5%

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Reconciling items between the combined normal effective statutory tax rates and the effective income tax rates for the fiscal years ended March 31, 2015, 2016 and 2017 are summarized as follows:

	Fiscal years ended March 31,		
	2015	2016	2017
Combined normal effective statutory tax rate	35.6%	33.9%	31.5%
Increase (decrease) in taxes resulting from:			
Nondeductible expenses	0.1	0.3	2.0
Impairment of goodwill		9.7	0.8
Foreign tax credit and payments	(1.0)	(1.9)	(9.6)
Lower tax rates applicable to income of subsidiaries	(0.1)	(0.2)	(0.2)
Change in valuation allowance	(1.3)	(4.0)	25.4
Nontaxable dividends received	(1.6)	(1.9)	(12.5)
Undistributed earnings of subsidiaries	0.1	0.7	3.5
Tax and interest expense for uncertainty in income taxes	(0.2)	0.0	(0.6)
Noncontrolling interest income (loss)		(0.1)	5.4
Enacted change in tax rates	(1.7)	(4.3)	(9.8)
Other net	(0.5)	(0.4)	(1.2)
Effective income tax rate	29.4%	31.8%	34.7%

Income taxes applicable to us in Japan are imposed by the national, prefectural and municipal governments, and the aggregate of these taxes resulted in a combined normal effective statutory tax rate of 35.6%, 33.9% and 31.5% for the fiscal year ended March 31, 2015, 2016 and 2017. Foreign subsidiaries are subject to income taxes of the jurisdictions in which they operate. These taxes are reflected in the effective income tax rate.

The effective income tax rate for the fiscal year ended March 31, 2017 was 34.7%, 3.2 percentage points higher than the combined normal effective statutory rate of 31.5%. This higher effective income tax rate primarily reflected an increase in the valuation allowance against deferred tax assets which accounted for 25.4% of the difference between the combined normal effective statutory tax rate and the effective income tax rate. The valuation allowance increased ¥60.2 billion to ¥268.5 billion at March 31, 2017 from ¥208.3 billion at March 31, 2016, as a result of an additional valuation allowance related to operating loss carryforwards by a consumer finance subsidiary that we no longer deemed more likely than not to be realized, considering various factors, including the existence of significant amounts of operating loss carryforwards and the operating results over the prior several years of the subsidiary as well as the outlook regarding the subsidiary's prospective operating performance.

This was partially offset by our receipt of nontaxable dividends, which resulted in a decrease of ¥34.2 billion, or 12.5%, in income tax expense for the fiscal year ended March 31, 2017. Under Japanese tax law, a certain percentage of dividends received is considered nontaxable and excluded from gross revenue in computing taxable income. This creates a permanent difference between our taxable income for Japanese tax purposes and our income before income tax expense reported under U.S. GAAP. Another factor lowering the effective income tax rate was the revisions of domestic tax laws. In June 2016, the Tokyo Metropolitan Government Bureau of Taxation promulgated revisions to the local tax law. The revisions will reduce the combined normal effective statutory tax rate from approximately 31.5% as of March 31, 2016 to approximately 30.6% starting in a corporation's fiscal year that begins on or after April 1, 2017. The revisions resulted in a release of net deferred tax liabilities, which had the effect of reducing our income tax expense for the fiscal year ended March 31, 2017 by ¥26.8 billion, or 9.8%.

The effective income tax rate for the fiscal year ended March 31, 2016 was 31.8%, 2.1 percentage points lower than the combined normal effective statutory rate of 33.9%. The lower effective income tax rate was attributable to the effect of changes in tax law, resulting in a 4.3 percentage point decrease in the effective income tax rate. Under the 2016 Tax Reform enacted by the Japanese Diet on March 29, 2016, the



effective statutory rate of corporate income tax will be reduced from approximately 33.9% to 31.5% starting in a

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corporation's fiscal year that begins on or after April 1, 2016. The tax reform legislation also includes changes in the limitation on the use of net operating loss carryforwards from 65% to 60% of taxable income for the period between April 1, 2016 and March 31, 2017, and from 50% to 55% for the period between April 1, 2017 and March 31, 2018, respectively, and a one-year reduction in the carryforward period of certain net operating loss carryforwards from ten years to nine years for the period between April 1, 2017 and March 31, 2018. The changes in tax laws resulted in a decrease of ¥50,081 million in income tax expense for the fiscal year ended March 31, 2016.

This lower effective income tax rate also reflected a valuation allowance release of ¥65.7 billion, which reduced our valuation allowance to ¥208.3 billion as of March 31, 2016 and resulted in a 4.0 percentage point reduction in the effective income tax rate. Generally, we reduce our valuation allowance to the extent that it is more likely than not that the deferred tax assets would be realized. For the fiscal year ended March 31, 2016, we recorded the valuation allowance release primarily because the profitability of a subsidiary improved. Management considered various factors, including the subsidiary's improved operating performance and cumulative operating results over the prior several years as well as the outlook regarding the subsidiary's prospective operating performance, and determined that sufficient positive evidence existed as of March 31, 2016 to conclude that it was more likely than not that a portion of the subsidiary's operating loss carryforwards reflected in our deferred tax assets would be realizable. As a result, our valuation allowance was reduced to the extent of that portion as of March 31, 2016.

The foregoing factors were offset by a 9.7 percentage point increase as a result of our recording an impairment of goodwill under U.S. GAAP, decreasing our income from continuing operations before income tax expense to ¥1,162.7 billion for the fiscal year ended March 31, 2016. Under Japanese tax law, such impairment was not deductible in computing our taxable income.

The effective income tax rate for the fiscal year ended March 31, 2015 was 29.4%, 6.2 percentage points lower than the combined normal effective statutory rate of 35.6%. This was partly due to our receipt of nontaxable dividends. Another factor contributing to the lower effective income tax rate was a reduction in valuation allowances to the extent that it was more likely than not that the deferred tax assets would be realized mainly because certain subsidiaries were expected to remain profitable in future periods, considering the current business environment.

In addition, the lower effective income tax rate was also attributable to the effect of changes in tax law. Under the 2015 Tax Reform enacted by the Japanese Diet on March 31, 2015, the effective statutory rate of corporate income tax was reduced from approximately 35.6% to 33.9% starting in a corporation's fiscal year that begins on or after April 1, 2015. The tax reform legislation also includes changes in the limitation on the use of net operating loss carryforwards from 80% to 65% of taxable income for the two-year period between April 1, 2015 and March 31, 2017, and from 65% to 50% for the fiscal years beginning on or after April 1, 2017, respectively, and a one-year increase in the carryforward period of certain net operating loss carryforwards from nine years to ten years for the fiscal years beginning on or after April 1, 2017. The changes in tax laws resulted in a decrease of ¥39,966 million in income tax expense for the fiscal year ended March 31, 2015. Furthermore, the Tokyo Metropolitan Government Bureau of Taxation promulgated revisions to the local tax law in July 2015. The revisions reduced the combined normal effective statutory tax rate from approximately 33.9% as of March 31, 2015 to approximately 32.3% starting in a corporation's fiscal year that begins on or after April 1, 2016.

***Net income (loss) attributable to noncontrolling interests******Fiscal Year Ended March 31, 2017 Compared to Fiscal Year Ended March 31, 2016***

We recorded net loss attributable to noncontrolling interests of ¥24.6 billion for the fiscal year ended March 31, 2017, compared to net loss attributable to noncontrolling interests of ¥9.1 billion for the previous fiscal year. The larger losses mainly reflected net losses of Mitsubishi UFJ NICOS.



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*Fiscal Year Ended March 31, 2016 Compared to Fiscal Year Ended March 31, 2015*

We recorded net loss attributable to noncontrolling interests of ¥9.1 billion for the fiscal year ended March 31, 2016, compared to net income attributable to noncontrolling interests of ¥65.5 billion for the previous fiscal year. This decrease was mainly due to impairment of goodwill attributable to noncontrolling interests relating to Krungsri.

### **Business Segment Analysis**

We measure the performance of each of our business segments primarily in terms of operating profit. Operating profit and other segment information in this Annual Report are based on the financial information prepared in accordance with Japanese GAAP as adjusted in accordance with internal management accounting rules and practices. Accordingly, the format and information are not consistent with our consolidated financial statements prepared in accordance with U.S. GAAP. For example, operating profit does not reflect items such as a component of the provision (credit) for credit losses (primarily equivalent to the formula allowance under U.S. GAAP), foreign exchange gains (losses) and investment securities gains (losses). For a reconciliation of operating profit under the internal management reporting system to income before income tax expense shown on the consolidated statements of income, see Note 30 to our consolidated financial statements included elsewhere in this Annual Report. We do not use information on the segments' total assets to allocate our resources and assess performance. Accordingly, business segment information on total assets is not presented.

Our internal management accounting rules and practices are based on a matrix framework management uses to manage the operations of our group companies. The framework consists of an integrated business group system and an operating entity system. The integrated business group system integrates the operations of our group companies into five business groups: Retail Banking, Corporate Banking, Global, Trust Assets and Global Markets. Under the operating entity system, our group companies are grouped under the major operating subsidiaries as follows: BTMU, MUTB, MUMSS (through MUSHD), Mitsubishi UFJ NICOS and other subsidiaries. Our reporting segments are based on the integrated business group system as it reflects management's view that the operating entities provide financial services and products under unified strategies for each of the integrated business groups as well as on an MUFG group-wide basis. Accordingly, our reporting segments consist of the five core business groups described above, which serve as the core sources of our revenue, as well as Other, which represents the operations that are not covered under the five core business groups and the elimination of duplicated amounts of net revenues among business segments as further described below.

The following is a brief explanation of our business segments for the fiscal year ended March 31, 2017:

*Retail Banking Business Group* Covers all retail businesses, including commercial banking, trust banking and securities businesses, in Japan. This business group integrates the retail businesses of BTMU, MUTB, MUSHD, Mitsubishi UFJ NICOS and other subsidiaries as well as retail product development, promotion and marketing in a single management structure. At the same time, this business group has developed and implemented MUFG Plaza, a one-stop, comprehensive financial services concept that provides integrated banking, trust and securities services.

*Corporate Banking Business Group* Covers all Japanese corporate businesses, including commercial banking, investment banking, trust banking and securities businesses, in and outside Japan. Through the integration of these business lines, diverse financial products and services are provided to our corporate clients. This business group has strategic domains, sales channels and methods to match the different growth stages and financial needs of our corporate clients.

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*Global Business Group* Covers the businesses of BTMU and MUSHD outside Japan, including commercial banking, such as loans, deposits and cash management services, investment banking, retail banking, trust assets, and securities businesses (with the retail banking and trust assets businesses being conducted through

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MUFG Union Bank, or MUB, and Krungsri), through a global network of nearly 1,200 offices outside Japan to provide customers with financial products and services that meet their increasingly diverse and sophisticated financing needs.

*Trust Assets Business Group* Covers asset management and administration services for products such as pension trusts and security trusts by integrating the trust banking expertise of MUTB and the global network of BTMU. This business group provides a full range of services to corporate and other pension funds, including stable and secure pension fund management and administration, advice on pension schemes and payment of benefits to scheme members.

*Global Markets Business Group* Covers asset and liability management and strategic investments of BTMU and MUTB, and sales and trading of financial products of BTMU, MUTB and MUSHD.

*Other* Consists mainly of the corporate centers of MUFG, BTMU, MUTB and MUMSS. The elimination of duplicated amounts of net revenues among business segments is also reflected in Other.

Effective April 1, 2016, we made modifications to our internal management accounting rules and practices for MUAH and Krungsri to eliminate the presentation of operating profits for MUAH and Krungsri as sub-categories of the Global Business Group. In prior fiscal years, the presentation of the Global Business Group's operating profit was broken down into the operating profit attributable to each of MUAH, Krungsri and Other than MUAH/Krungsri. However, management no longer considers the breakdown to reflect the responsibility for profits among MUAH, Krungsri and Other than MUAH/Krungsri, particularly in light of the recent changes to the group company structure in the United States to comply with U.S. Enhanced Prudential Standards.

Effective April 1, 2016, we also made modifications to our internal management accounting rules and practices to clarify the responsibility for profits of each business segment. Net revenues, operating expenses and operating profits (losses) relating to the overseas Japanese corporate business are recorded in both the Corporate Banking Business Group and the Global Business Group. The double-counting of these amounts is eliminated in aggregating the amounts of net revenues, operating expenses and operating profits (losses) of the Retail Banking Business Group, the Corporate Banking Business Group, the Global Business Group and the Trust Assets Business Group, which amounts are shown in the Total of Customer Business column in the tables below. Net revenues, operating expenses and operating profits (losses) relating to the overseas Japanese corporate business were previously recorded only in the Global Business Group. This modification reflected management's determination that, given the operations of the Corporate Banking Business Group servicing Japanese corporate clients, the Corporate Banking Business Group's responsibility should be clarified to extend beyond the businesses with Japanese corporate clients in Japan to the businesses with Japanese corporate clients in overseas markets. Effective October 1, 2016, we made additional modifications to refine the definition of the overseas Japanese corporate business. These modifications had the impact of increasing the operating profit of the Corporate Banking Business Group for the fiscal years ended March 31, 2015, 2016 by ¥53.8 billion and ¥26.0 billion, respectively.

We made other modifications to our internal management accounting rules and practices to clarify the responsibility for profits of each business segment, effective April 1, 2016, and made additional modifications for similar purposes, effective October 1, 2016. These modifications had the following impact:

for the fiscal year ended March 31, 2015, increasing the operating profits of the Global Markets Business Group and Other by ¥1.0 billion and ¥2.5 billion, respectively, and reducing the operating profit of the Global Business Group by ¥3.5 billion; and

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for the fiscal year ended March 31, 2016, increasing the operating profits of the Global Markets Business Group and Other by ¥0.8 billion and ¥5.4 billion, respectively, and reducing the operating profit of the Global Business Group by ¥6.2 billion.

Prior period business segment information has been restated to enable comparison between the relevant amounts for the fiscal years ended March 31, 2015, 2016 and 2017.

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For further information, see Note 30 to our consolidated financial statements included elsewhere in this Annual Report.

The following tables set forth our business segment information for the fiscal years ended March 31, 2015, 2016 and 2017:

Fiscal year ended March 31, 2015	Customer Business				Total <sup>(1)</sup>	Global Markets Business Group	Other	Total
	Retail Banking Business Group	Corporate Banking Business Group <sup>(1)</sup>	Global Business Group <sup>(1)</sup>	Trust Assets Business Group				
	(in billions)							
Net revenue	¥ 1,299.4	¥ 1,148.5	¥ 1,289.8	¥ 171.5	¥ 3,710.0	¥ 664.3	¥ (9.8)	¥ 4,364.5
BTMU and MUTB:	577.5	946.2	478.2	71.0	1,944.7	497.7	39.7	2,482.1
Net interest income	374.9	404.9	233.9		958.2	278.2	172.2	1,408.6
Net fees	190.7	393.3	190.6	71.0	811.5	(34.8)	(78.8)	697.9
Other	11.9	148.0	53.7		175.0	254.3	(53.7)	375.6
Other than BTMU and MUTB <sup>(2)</sup>	721.9	202.3	811.6	100.5	1,765.3	166.6	(49.5)	1,882.4
Operating expenses	958.8	599.9	793.7	103.2	2,310.2	206.0	184.9	2,701.1
Operating profit (loss)	¥ 340.6	¥ 548.6	¥ 496.1	¥ 68.3	¥ 1,399.8	¥ 458.3	¥ (194.7)	¥ 1,663.4

Notes:

- (1) Each of the Corporate Banking Business Group and the Global Business Group includes ¥199.2 billion of net revenue, ¥145.4 billion of operating expenses and ¥53.8 billion of operating profit relating to the overseas Japanese corporate business for the fiscal year ended March 31, 2015. To eliminate the double-counting of these amounts, adjustments have been made to the Total of Customer Business.
- (2) Includes MUFG and its subsidiaries other than BTMU on a stand-alone basis and MUTB on a stand-alone basis.

Fiscal year ended March 31, 2016	Customer Business				Total <sup>(1)</sup>	Global Markets Business Group	Other	Total
	Retail Banking Business Group	Corporate Banking Business Group <sup>(1)</sup>	Global Business Group <sup>(1)</sup>	Trust Assets Business Group				
	(in billions)							
Net revenue	¥ 1,259.2	¥ 1,090.1	¥ 1,273.1	¥ 172.2	¥ 3,615.7	¥ 636.1	¥ (5.6)	¥ 4,246.2
BTMU and MUTB:	534.9	872.3	446.9	74.3	1,825.5	453.6	116.9	2,396.0
Net interest income	355.7	366.7	207.9		884.8	248.3	193.4	1,326.5
Net fees	171.8	387.8	187.1	74.3	791.2	(23.9)	(73.6)	693.7
Other	7.4	117.8	51.9		149.5	229.2	(2.9)	375.8
Other than BTMU and MUTB <sup>(2)</sup>	724.3	217.8	826.2	97.9	1,790.2	182.5	(122.5)	1,850.2
Operating expenses	972.6	603.8	815.1	102.0	2,340.6	208.6	146.0	2,695.2
Operating profit (loss)	¥ 286.6	¥ 486.3	¥ 458.0	¥ 70.2	¥ 1,275.1	¥ 427.5	¥ (151.6)	¥ 1,551.0

Notes:

- (1) Each of the Corporate Banking Business Group and the Global Business Group includes ¥178.9 billion of net revenue, ¥152.9 billion of operating expenses and ¥26.0 billion of operating profit relating to the overseas Japanese corporate business for the fiscal year ended March 31, 2016. To eliminate the double-counting of these amounts, adjustments have been made to the Total of Customer Business.
- (2) Includes MUFG and its subsidiaries other than BTMU on a stand-alone basis and MUTB on a stand-alone basis.





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Fiscal year ended March 31, 2017	Customer Business				Total <sup>(1)</sup>	Global Markets Business Group	Other	Total
	Retail Banking Business Group	Corporate Banking Business Group <sup>(1)</sup>	Global Business Group <sup>(1)</sup>	Trust Assets Business Group				
				(in billions)				
Net revenue	¥ 1,198.3	¥ 1,041.6	¥ 1,303.7	¥ 173.1	¥ 3,539.0	¥ 582.0	¥ (9.1)	¥ 4,111.9
BTMU and MUTB:	485.9	834.7	444.6	73.0	1,731.3	387.5	71.7	2,190.5
Net interest income	335.3	343.0	213.3		844.0	228.0	149.8	1,221.8
Net fees	144.4	402.8	185.1	73.0	775.9	(8.6)	(78.7)	688.6
Other	6.2	88.9	46.2		111.4	168.1	0.6	280.1
Other than BTMU and MUTB <sup>(2)</sup>	712.4	206.9	859.1	100.1	1,807.7	194.5	(80.8)	1,921.4
Operating expenses	973.0	598.4	821.2	112.2	2,348.2	212.9	155.0	2,716.1
Operating profit (loss)	¥ 225.3	¥ 443.2	¥ 482.5	¥ 60.9	¥ 1,190.8	¥ 369.1	¥ (164.1)	¥ 1,395.8

## Notes:

- (1) Each of the Corporate Banking Business Group and the Global Business Group includes ¥177.7 billion of net revenue, ¥156.6 billion of operating expenses and ¥21.1 billion of operating profit relating to the overseas Japanese corporate business for the fiscal year ended March 31, 2017. To eliminate the double-counting of these amounts, adjustments have been made to the Total of Customer Business.
- (2) Includes MUFG and its subsidiaries other than BTMU on a stand-alone basis and MUTB on a stand-alone basis.

***Fiscal Year Ended March 31, 2017 Compared to Fiscal Year Ended March 31, 2016******Retail Banking Business Group***

Net revenue of the Retail Banking Business Group decreased ¥60.9 billion to ¥1,198.3 billion for the fiscal year ended March 31, 2017 from ¥1,259.2 billion for the fiscal year ended March 31, 2016. Net revenue of the Retail Banking Business Group mainly consists of domestic revenues from commercial banking operations, such as deposits and lending operations, and fees related to sales of investment products to retail customers, as well as fees received by subsidiaries within the Retail Banking Business Group. The decrease in net revenue was mainly attributable to a decrease in fees and commissions on sales of securities primarily due to weaker customer demand in response to uncertain market conditions as well as a decrease in insurance commissions since the sales of certain types of single premium insurance products were suspended in April 2016 after Japanese government bonds began trading on negative yields. The decrease in net revenue was also attributable to lower net revenue related to operations funded by deposits due to tighter interest rate spreads in the near-zero interest rate environment in Japan.

Operating expenses of the Retail Banking Business Group increased ¥0.4 billion to ¥973.0 billion for the fiscal year ended March 31, 2017 from ¥972.6 billion for the fiscal year ended March 31, 2016. This increase was mainly attributable to investments in a system integration project in our consumer finance subsidiary to establish an efficient and effective business platform for cashless payment and credit card services. The system integration project started in the fiscal year ended March 31, 2017 and is expected to be completed during the fiscal year ended March 31, 2022, for an estimated aggregate budget of ¥157.2 billion.

Operating profit of the Retail Banking Business Group decreased ¥61.3 billion to ¥225.3 billion for the fiscal year ended March 31, 2017 from ¥286.6 billion for the fiscal year ended March 31, 2016.

*Corporate Banking Business Group*

Net revenue of the Corporate Banking Business Group decreased ¥48.5 billion to ¥1,041.6 billion for the fiscal year ended March 31, 2017 from ¥1,090.1 billion for the fiscal year ended March 31, 2016. Net revenue of the Corporate Banking Business Group mainly consists of domestic revenues from corporate lending and other commercial banking operations, investment banking and trust banking businesses in relation to corporate clients, as well as fees received by subsidiaries within the Corporate Banking Business Group. The lower net revenue mainly reflected decreases in net revenue related to operations funded by deposits and net revenue from loans to corporate clients due to tighter interest rate spreads in the near-zero interest rate environment in Japan, as well as

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a decrease in fee income from the sales of derivative instruments. These decreases were offset in part by an increase in fees and commissions from hybrid financing transactions, including syndicated loans to large corporations and small and medium-sized enterprises.

Operating expenses of the Corporate Banking Business Group decreased ¥5.4 billion to ¥598.4 billion for the fiscal year ended March 31, 2017 from ¥603.8 billion for the fiscal year ended March 31, 2016.

Operating profit of the Corporate Banking Business Group decreased ¥43.1 billion to ¥443.2 billion for the fiscal year ended March 31, 2017 from ¥486.3 billion for the fiscal year ended March 31, 2016.

### *Global Business Group*

Net revenue of the Global Business Group increased ¥30.6 billion to ¥1,303.7 billion for the fiscal year ended March 31, 2017 from ¥1,273.1 billion for the fiscal year ended March 31, 2016. Net revenue of the Global Business Group mainly consists of revenues from commercial banking businesses outside of Japan, including loans, deposits and cash management, investment banking, retail banking, trust assets and securities businesses. The higher net revenue was mainly due to the positive impact of improvements in the event-driven financing business in Asia and Oceania, EMEA and the Americas, as well as larger volumes of automobile purchase financing and consumer loans in Krungsri. The positive impact was partially offset by the appreciation of the Japanese yen against other major currencies. Net revenue was also adversely affected by tighter interest rate spreads in China, reflecting intensified competition among lending institutions, and lower volumes of U.S. dollar-denominated lending in China as the Renminbi depreciated against the U.S. dollar.

Operating expenses of the Global Business Group increased ¥6.1 billion to ¥821.2 billion for the fiscal year ended March 31, 2017 from ¥815.1 billion for the fiscal year ended March 31, 2016, reflecting an increase in expenses in Krungsri primarily due to the larger volumes of business and an increase in expenses for global financial regulatory compliance purposes. These increases were partially mitigated by our cost management measures, particularly in the Americas.

Operating profit of the Global Business Group increased ¥24.5 billion to ¥482.5 billion for the fiscal year ended March 31, 2017 from ¥458.0 billion for the fiscal year ended March 31, 2016.

### *Trust Assets Business Group*

Net revenue of the Trust Assets Business Group increased ¥0.9 billion to ¥173.1 billion for the fiscal year ended March 31, 2017 from ¥172.2 billion for the fiscal year ended March 31, 2016. Net revenue of the Trust Assets Business Group mainly consists of fees from asset management and administration services for products such as pension trusts and investment trusts. Net revenue of the Trust Assets Business Group increased mainly due to an increase in income from the fund administration and custody services globally, which was largely offset by a decrease in net revenue attributable to the lower market values of pension funds and investment products, reflecting weaker equity prices in Japan between April 2016 and the U.S. presidential election in November 2016.

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Operating expenses of the Trust Assets Business Group increased ¥10.2 billion to ¥112.2 billion for the fiscal year ended March 31, 2017 from ¥102.0 billion for the fiscal year ended March 31, 2016. This was mainly due to the expansion of our fund administration and custody services globally.

Operating profit of the Trust Assets Business Group decreased ¥9.3 billion to ¥60.9 billion for the fiscal year ended March 31, 2017 from ¥70.2 billion for the fiscal year ended March 31, 2016.

### *Global Markets Business Group*

Net revenue of the Global Markets Business Group decreased ¥54.1 billion to ¥582.0 billion for the fiscal year ended March 31, 2017 from ¥636.1 billion for the fiscal year ended March 31, 2016. This was mainly due to a decrease in profits on sales of foreign currency-denominated bonds as we reduced the balance of our foreign government bond portfolio in anticipation of, and reaction to, rising interest rates in the United States.

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Operating expenses of the Global Markets Business Group increased ¥4.3 billion to ¥212.9 billion for the fiscal year ended March 31, 2017 from ¥208.6 billion for the fiscal year ended March 31, 2016, reflecting higher costs for a system integration project to enhance coordination and collaboration in the sales and trading business between our commercial banking subsidiaries and our securities subsidiaries as well as higher expenses for financial regulatory compliance purposes.

Operating profit of the Global Markets Business Group decreased ¥58.4 billion to ¥369.1 billion for the fiscal year ended March 31, 2017 from ¥427.5 billion for the fiscal year ended March 31, 2016.

### ***Fiscal Year Ended March 31, 2016 Compared to Fiscal Year Ended March 31, 2015***

#### ***Retail Banking Business Group***

Net revenue of the Retail Banking Business Group decreased ¥40.2 billion to ¥1,259.2 billion for the fiscal year ended March 31, 2016 from ¥1,299.4 billion for the fiscal year ended March 31, 2015. Net revenue of the Retail Banking Business Group mainly consists of domestic revenues from commercial banking operations, such as deposits and lending operations, and fees related to sales of investment products to retail customers, as well as fees received by subsidiaries within the Retail Banking Business Group. The decrease in net revenue was mainly attributable to lower net interest income from loans, such as residential loans, as both interest rate spreads and lending volumes decreased in Japan where interest rates continued to decline and the competition in the housing loan market continued to intensify. Fee income also decreased, particularly in the commercial banking and securities subsidiaries, primarily because of lower sales in investment financial instruments such as mutual funds.

Operating expenses of the Retail Banking Business Group increased ¥13.8 billion to ¥972.6 billion for the fiscal year ended March 31, 2016 from ¥958.8 billion for the fiscal year ended March 31, 2015.

Operating profit of the Retail Banking Business Group decreased ¥54.0 billion to ¥286.6 billion for the fiscal year ended March 31, 2016 from ¥340.6 billion for the fiscal year ended March 31, 2015.

#### ***Corporate Banking Business Group***

Net revenue of the Corporate Banking Business Group decreased ¥58.4 billion to ¥1,090.1 billion for the fiscal year ended March 31, 2016 from ¥1,148.5 billion for the fiscal year ended March 31, 2015. Net revenue of the Corporate Banking Business Group mainly consists of domestic revenues from corporate lending and other commercial banking operations, investment banking and trust banking businesses in relation to corporate clients, as well as fees received by subsidiaries within the Corporate Banking Business Group. The lower net revenue was mainly due to a decrease in net interest income relating to corporate lending due to reduced interest rate spreads reflecting lower market interest rates, as well as a decrease in fee income from the investment banking businesses such as structured financing in our banking subsidiaries. These decreases were offset in part by increased fee income from the primary business, such as underwriting of equity and debt securities, in our securities subsidiaries.

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Operating expenses of the Corporate Banking Business Group increased ¥3.9 billion to ¥603.8 billion for the fiscal year ended March 31, 2016 from ¥599.9 billion for the fiscal year ended March 31, 2015. This increase was mainly due to the higher expenses relating to the overseas Japanese corporate business, reflecting an increase in costs related to regulatory compliance, partially offset by a decrease in expenses resulting from the reduced headcount in domestic branches and a decrease in administrative costs through the implementation of a new system designed to improve the efficiency of daily administrative operations through enhanced collaboration among group companies.

Operating profit of the Corporate Banking Business Group decreased ¥62.3 billion to ¥486.3 billion for the fiscal year ended March 31, 2016 from ¥548.6 billion for the fiscal year ended March 31, 2015.

### *Global Business Group*

Net revenue of the Global Business Group decreased ¥16.7 billion to ¥1,273.1 billion for the fiscal year ended March 31, 2016 from ¥1,289.8 billion for the fiscal year ended March 31, 2015. Net revenue of the Global

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Business Group mainly consists of revenues from commercial banking businesses outside of Japan, including loans, deposits and cash management, investment banking, retail banking, trust banking and securities businesses. Net revenue of the Global Business Group was adversely affected by decreases in revenues in China, where economic growth decelerated, in ASEAN, where economic conditions were negatively impacted by the economic slowdown in China and declining oil and other commodity prices. Net revenue of the Global Business Group was also negatively affected by the appreciation of the Japanese yen against other major currencies. These negative effects were partially offset by increased fees from our investment banking and advisory services relating to M&A transactions in the United States and EMEA. Krungsri's net revenue also increased mainly due to the expanded scope and volume of its business as a result of its integration with BTMU's Bangkok branch and lower market interest rates that enabled Krungsri to reduce its funding costs.

Operating expenses of the Global Business Group increased ¥21.4 billion to ¥815.1 billion for the fiscal year ended March 31, 2016 from ¥793.7 billion for the fiscal year ended March 31, 2015, mainly due to an increase in salaries in foreign branches of our commercial banking and securities subsidiaries for global financial regulatory compliance purposes, as well as higher costs for enhancing our global financial regulatory compliance system.

Operating profit of the Global Business Group decreased ¥38.1 billion to ¥458.0 billion for the fiscal year ended March 31, 2016 from ¥496.1 billion for the fiscal year ended March 31, 2015.

### *Trust Assets Business Group*

Net revenue of the Trust Assets Business Group increased ¥0.7 billion to ¥172.2 billion for the fiscal year ended March 31, 2016 from ¥171.5 billion for the fiscal year ended March 31, 2015. Net revenue of the Trust Assets Business Group mainly consists of fees from asset management and administration services for products such as pension trusts and investment trusts. Net revenue of the Trust Assets Business Group increased mainly due to an increase in income from the fund administration and custody services globally.

Operating expenses of the Trust Assets Business Group decreased ¥1.2 billion to ¥102.0 billion for the fiscal year ended March 31, 2016 from ¥103.2 billion for the fiscal year ended March 31, 2015.

Operating profit of the Trust Assets Business Group increased ¥1.9 billion to ¥70.2 billion for the fiscal year ended March 31, 2016 from ¥68.3 billion for the fiscal year ended March 31, 2015.

### *Global Markets Business Group*

Net revenue of the Global Markets Business Group decreased ¥28.2 billion to ¥636.1 billion for the fiscal year ended March 31, 2016 from ¥664.3 billion for the fiscal year ended March 31, 2015. This decrease was mainly attributable to higher costs of hedging our exposures relating to our foreign currency denominated bond investment portfolio.



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Operating expenses of the Global Markets Business Group increased ¥2.6 billion to ¥208.6 billion for the fiscal year ended March 31, 2016 from ¥206.0 billion for the fiscal year ended March 31, 2015.

Operating profit of the Global Markets Business Group decreased ¥30.8 billion to ¥427.5 billion for the fiscal year ended March 31, 2016 from ¥458.3 billion for the fiscal year ended March 31, 2015.

### **Geographic Segment Analysis**

The table below sets forth our total revenue, income (loss) before income tax expense (benefit) and net income (loss) attributable to Mitsubishi UFJ Financial Group on a geographic basis for the fiscal years ended March 31, 2015, 2016 and 2017. Assets, income and expenses attributable to foreign operations are allocated to

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geographical areas based on the domicile of the debtors and customers. In general, we have allocated all direct expenses and a proportionate share of general and administrative expenses to income derived from foreign loans and other transactions by our foreign operations to the relevant foreign geographical areas. Certain charges, such as most impairment charges on goodwill, are recognized as domestic expenses. For further information, see Note 31 to our consolidated financial statements included elsewhere in this Annual Report.

	Fiscal years ended March 31,		
	2015	2016	2017
	(in billions)		
<b>Total revenue (interest income and non-interest income):</b>			
Domestic	¥ 3,016.4	¥ 2,995.6	¥ 1,903.3
<b>Foreign:</b>			
United States of America	715.5	800.7	749.5
Europe	521.4	326.4	330.8
Asia/Oceania excluding Japan	1,087.4	981.1	818.9
Other areas <sup>(1)</sup>	399.0	309.6	385.0
<b>Total foreign</b>	<b>2,723.3</b>	<b>2,417.8</b>	<b>2,284.2</b>
<b>Total</b>	<b>¥ 5,739.7</b>	<b>¥ 5,413.4</b>	<b>¥ 4,187.5</b>
<b>Income (loss) before income tax expense (benefit):</b>			
Domestic	¥ 1,003.4	¥ 494.1	¥ (442.5)
<b>Foreign:</b>			
United States of America	200.2	58.8	72.0
Europe	354.5	120.9	192.6
Asia/Oceania excluding Japan	414.4	319.2	236.3
Other areas <sup>(1)</sup>	290.2	169.7	214.1
<b>Total foreign</b>	<b>1,259.3</b>	<b>668.6</b>	<b>715.0</b>
<b>Total</b>	<b>¥ 2,262.7</b>	<b>¥ 1,162.7</b>	<b>¥ 272.5</b>
<b>Net income (loss) attributable to Mitsubishi UFJ Financial Group</b>			
Domestic	¥ 410.7	¥ 185.4	¥ (365.7)
<b>Foreign:</b>			
United States of America	187.3	173.4	119.2
Europe	309.8	162.6	216.6
Asia/Oceania excluding Japan	358.6	196.7	102.8
Other areas <sup>(1)</sup>	264.7	84.2	129.8
<b>Total foreign</b>	<b>1,120.4</b>	<b>616.9</b>	<b>568.4</b>
<b>Total</b>	<b>¥ 1,531.1</b>	<b>¥ 802.3</b>	<b>¥ 202.7</b>

Note:

(1) Other areas primarily include Canada, Latin America, the Caribbean and the Middle East.

*Fiscal Year Ended March 31, 2017 Compared to Fiscal Year Ended March 31, 2016*

Domestic net income (loss) attributable to Mitsubishi UFJ Financial Group decreased ¥551.1 billion to ¥365.7 billion of net loss for the fiscal year ended March 31, 2017 from ¥185.4 billion of net income for the fiscal year ended March 31, 2016. This was mainly because our domestic commercial banking subsidiaries reported ¥309.9 billion of trading account losses and ¥144.4 billion of foreign exchange losses mainly on securities and derivative contracts for the fiscal year ended March 31, 2017. Domestic interest income also decreased largely due to lower lending volumes.

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Foreign net income attributable to Mitsubishi UFJ Financial Group decreased ¥48.5 billion to ¥568.4 billion for the fiscal year ended March 31, 2017 from ¥616.9 billion for the fiscal year ended March 31, 2016. The decrease in foreign net income was mainly due to lower net income in Asia mainly resulting from decreases in interest income and fees on loans in Thailand and China. The decrease in Thailand was mainly attributable to the appreciation of the Japanese yen against the Thai baht during the calendar year 2016 compared to the previous calendar year as well as lower lending volumes to small and medium-sized enterprises and consumers, which were adversely affected by stagnant economic conditions in Thailand. The decrease in China was mainly attributable to tighter interest rate spreads, reflecting intensified competition among lending institutions in China, and lower volumes of U.S. dollar-denominated lending in China as the Renminbi depreciated against the U.S. dollar.

***Fiscal Year Ended March 31, 2016 Compared to Fiscal Year Ended March 31, 2015***

Domestic net income attributable to Mitsubishi UFJ Financial Group decreased ¥225.3 billion to ¥185.4 billion for the fiscal year ended March 31, 2016 from ¥410.7 billion for the fiscal year ended March 31, 2015. This was mainly due to the impairment losses on goodwill relating to the Krungsri reporting unit and the reporting unit other than MUAH and Krungsri within the Global Business Group segment and a portion of the impairment loss on goodwill relating to a reporting unit within the Trust Assets Business Group segment, as well as lower interest income from the domestic loan business, and an increase in provision for credit losses during the fiscal year ended March 31, 2016.

Foreign net income attributable to Mitsubishi UFJ Financial Group decreased ¥503.5 billion to ¥616.9 billion for the fiscal year ended March 31, 2016 from ¥1,120.4 billion for the fiscal year ended March 31, 2015. The decrease in foreign net income was due to lower net income in Europe, Asia and other areas excluding the United States. The decrease in EMEA was mainly due to lower net trading profits from foreign bonds accounted for under the fair value option and interest rate derivatives, mainly reflecting the rapid increases in interest rates in Europe in May and June 2015. The decrease in Asia reflected the decelerated economic growth in China, and the stagnant economic conditions in ASEAN which were negatively impacted by the economic slowdown in China and declining oil and other commodity prices. The appreciation of the Japanese yen against the U.S. dollar and other major currencies also resulted in a decrease in the translated Japanese yen amount of net income. These decreases were partially offset by higher net income in the United States due to larger profits from the project finance business.

**Effect of Change in Exchange Rates on Foreign Currency Translation*****Fiscal Year Ended March 31, 2017 Compared to Fiscal Year Ended March 31, 2016***

The average exchange rate for the fiscal year ended March 31, 2017 was ¥108.38 per U.S.\$1.00, compared to the average exchange rate of ¥120.14 per U.S.\$1.00 for the previous fiscal year. The average exchange rate for the conversion of the U.S. dollar financial statements of some of our foreign subsidiaries for the fiscal year ended December 31, 2016 was ¥108.84 per U.S.\$1.00, compared to the average exchange rate for the fiscal year ended December 31, 2015 of ¥121.05 per U.S.\$1.00.

The change in the average exchange rate of the Japanese yen against the U.S. dollar and other foreign currencies had the effect of decreasing total revenue by ¥305.1 billion, net interest income by ¥195.7 billion and income before income tax expense by ¥97.6 billion, respectively, for the fiscal year ended March 31, 2017.

***Fiscal Year Ended March 31, 2016 Compared to Fiscal Year Ended March 31, 2015***

The average exchange rate for the fiscal year ended March 31, 2016 was ¥120.14 per U.S.\$1.00, compared to the average exchange rate of ¥109.93 per U.S.\$1.00 for the previous fiscal year. The average exchange rate for

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the conversion of the U.S. dollar financial statements of some of our foreign subsidiaries for the fiscal year ended December 31, 2015 was ¥121.05 per U.S.\$1.00, compared to the average exchange rate for the fiscal year ended December 31, 2014 of ¥105.85 per U.S.\$1.00.

The change in the average exchange rate of the Japanese yen against the U.S. dollar and other foreign currencies had the effect of increasing total revenue by ¥165.5 billion, net interest income by ¥99.6 billion and income before income tax expense by ¥37.1 billion, respectively, for the fiscal year ended March 31, 2016.

**B. Liquidity and Capital Resources****Financial Condition***Total Assets*

Our total assets as of March 31, 2017 were ¥297.19 trillion, an increase of ¥4.63 trillion from ¥292.56 trillion as of March 31, 2016. The increase in total assets mainly reflected an increase in cash and due from banks of ¥17.02 trillion, which was partially offset by a decrease in trading account assets of ¥9.51 trillion and a decrease in loans (before allowance for credit losses) of ¥4.58 trillion.

The following table shows our total assets as of March 31, 2016 and 2017 by geographic region based principally on the domicile of the obligors:

	As of March 31, 2016                      2017 (in trillions)	
Japan	¥ 176.99	¥191.31
Foreign:		
United States	52.72	46.05
Europe	26.19	23.82
Asia/Oceania excluding Japan	25.02	25.26
Other areas <sup>(1)</sup>	11.64	10.75
Total foreign	115.57	105.88
Total	¥ 292.56	¥297.19

Note:

(1) Other areas primarily include Canada, Latin America, the Caribbean and the Middle East.

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We have allocated a substantial portion of our assets to international activities. As a result, reported amounts are affected by changes in the exchange rates of the Japanese yen against the U.S. dollar and other foreign currencies. Foreign assets are denominated primarily in the U.S. dollar. The Japanese yen amount of foreign currency-denominated assets decreased as the relevant foreign exchange rates depreciated against the Japanese yen. For example, as of March 31, 2017, the exchange rate was ¥112.19 per U.S.\$1.00, as compared with ¥112.68 as of March 31, 2016. This appreciation of the Japanese yen against the U.S. dollar and other foreign currencies between March 31, 2016 and March 31, 2017 resulted in a ¥30.2 billion decrease in the Japanese yen amount of our total assets as of March 31, 2017.

**Table of Contents****Loan Portfolio**

The following table sets forth our loans outstanding, before deduction of allowance for credit losses, as of March 31, 2016 and 2017, based on the industry segment loan classifications as defined by the Bank of Japan for regulatory reporting purposes, which is not necessarily based on the use of proceeds:

	As of March 31, 2016                      2017 (in billions)	
Domestic:		
Manufacturing	¥ 12,158.6	¥ 11,796.8
Construction	913.2	819.3
Real estate	11,175.1	11,622.3
Services	2,503.4	2,549.3
Wholesale and retail	7,891.4	7,970.6
Banks and other financial institutions <sup>(1)</sup>	5,146.9	5,223.9
Communication and information services	1,509.9	1,634.6
Other industries	14,739.8	8,898.7
Consumer	16,397.6	16,491.0
<b>Total domestic</b>	<b>72,435.9</b>	<b>67,006.5</b>
Foreign:		
Governments and official institutions	1,125.0	1,037.8
Banks and other financial institutions <sup>(1)</sup>	13,654.4	13,845.0
Commercial and industrial	30,056.5	30,279.6
Other	5,818.7	6,334.6
<b>Total foreign</b>	<b>50,654.6</b>	<b>51,497.0</b>
Unearned income, unamortized premium net and deferred loan fees net	(299.5)	(288.5)
<b>Total<sup>(2)</sup></b>	<b>¥ 122,791.0</b>	<b>¥ 118,215.0</b>

## Notes:

- (1) Loans to so-called non-bank finance companies are generally included in the Banks and other financial institutions category. Non-bank finance companies are primarily engaged in consumer lending, factoring and credit card businesses.
- (2) The above table includes loans held for sale of ¥100.9 billion and ¥185.9 billion as of March 31, 2016 and 2017, respectively, which are carried at the lower of cost or fair value.

Loans are one of our main uses of funds. For the fiscal year ended March 31, 2017, the average balance of loans was ¥117.29 trillion, accounting for 49.0% of the average total interest-earning assets, compared to ¥121.08 trillion, representing 47.9% of the average total interest-earning assets, for the previous fiscal year. As of March 31, 2017, our total loans were ¥118.21 trillion, accounting for 39.8% of total assets, compared to ¥122.79 trillion, accounting for 42.0% of total assets as of March 31, 2016. As a percentage of total loans before unearned income, net unamortized premiums and net deferred loan fees, between March 31, 2016 and March 31, 2017, domestic loans decreased from 58.8% to 56.5%, while foreign loans increased from 41.2% to 43.5%.



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Our domestic loan balance decreased ¥5.43 trillion, or 7.5%, between March 31, 2016 and March 31, 2017. This was mainly due to a decrease in loans to national government institutions, which are included in the other industries category, since their funding needs declined as their cash flows improved.

Our foreign loan balance increased ¥0.85 trillion, or 1.7%, between March 31, 2016 and March 31, 2017. This was mainly due to increased lending activity in the Americas, particularly in the United States, where economic conditions continued to improve at a moderate pace and lending volumes increased generally across all private industry sectors.

**Table of Contents***Credit quality indicator*

The following table sets forth credit quality indicators of loans by class as of March 31, 2016 and 2017:

As of March 31, 2016:	Normal	Close Watch	Likely to become Bankrupt or Legally/Virtually Bankrupt	Total <sup>(1)</sup>
			(in billions)	
<b>Commercial</b>				
Domestic	¥ 54,765.8	¥ 2,077.0	¥ 703.1	¥ 57,545.9
Manufacturing	11,129.3	602.1	373.0	12,104.4
Construction	842.1	55.3	15.2	912.6
Real estate	10,540.3	461.3	60.1	11,061.7
Services	2,232.9	216.3	40.5	2,489.7
Wholesale and retail	7,226.2	523.8	132.0	7,882.0
Banks and other financial institutions	5,133.4	12.7	0.7	5,146.8
Communication and information services	1,432.2	51.5	20.3	1,504.0
Other industries	14,611.1	96.5	29.2	14,736.8
Consumer	1,618.3	57.5	32.1	1,707.9
Foreign-excluding MUAH and Krungsri	35,202.1	1,102.4	195.8	36,500.3
Loans acquired with deteriorated credit quality	18.3	16.1	6.0	40.4
Total	¥ 89,986.2	¥ 3,195.5	¥ 904.9	¥ 94,086.6

	Accrual	Nonaccrual (in billions)	Total <sup>(1)</sup>
<b>Residential</b>	¥ 14,156.0	¥ 80.7	¥ 14,236.7
<b>Card</b>	¥ 530.9	¥ 63.0	¥ 593.9

	Credit Quality Based on the Number of Delinquencies		Credit Quality Based on Internal Credit Ratings			Total <sup>(1)(2)</sup>
	Accrual	Nonaccrual	Pass	Special Mention	Classified	
<b>MUAH</b>	¥ 3,650.7	¥ 27.1	¥ 5,373.2	¥ 126.3	¥ 177.8	¥ 9,355.1

	Normal	Special Mention	Substandard or Doubtful or Doubtful of Loss (in billions)	Total <sup>(1)</sup>
<b>Krungsri</b>	¥ 4,422.0	¥ 161.5	¥ 90.8	¥ 4,674.3

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As of March 31, 2017:	Normal	Close Watch	Likely to become Bankrupt or Legally/Virtually Bankrupt		Total <sup>(1)</sup>
			(in billions)		
<b>Commercial</b>					
Domestic	¥ 49,572.4	¥ 2,162.0	¥	296.9	¥ 52,031.3
Manufacturing	10,882.5	821.1		65.1	11,768.7
Construction	753.9	53.3		11.5	818.7
Real estate	11,137.7	352.8		42.3	11,532.8
Services	2,267.2	237.1		31.2	2,535.5
Wholesale and retail	7,403.7	462.6		98.4	7,964.7
Banks and other financial institutions	5,207.8	14.3		0.9	5,223.0
Communication and information services	1,573.5	45.3		15.4	1,634.2
Other industries	8,725.9	125.7		8.1	8,859.7
Consumer	1,620.2	49.8		24.0	1,694.0
Foreign-excluding MUAH and Krungsri	36,134.4	971.2		189.6	37,295.2
Loans acquired with deteriorated credit quality	16.5	12.6		5.1	34.2
<b>Total</b>	<b>¥ 85,723.3</b>	<b>¥ 3,145.8</b>	<b>¥</b>	<b>491.6</b>	<b>¥ 89,360.7</b>
			<b>Accrual</b>	<b>Nonaccrual</b>	<b>Total<sup>(1)</sup></b>
<b>Residential</b>			¥ 14,256.2	¥ 76.2	¥ 14,332.4
<b>Card</b>			¥ 531.4	¥ 61.8	¥ 593.2
	<b>Credit Quality Based on the Number of Delinquencies</b>		<b>Credit Quality Based on Internal Credit Ratings</b>		
	<b>Accrual</b>	<b>Nonaccrual</b>	<b>Pass</b>	<b>Special Mention</b>	<b>Classified</b>
			<b>(in billions)</b>		
<b>MUAH</b>	¥ 3,837.8	¥ 22.9	¥ 4,879.2	¥ 133.0	¥ 151.6
					<b>Total<sup>(1)(2)</sup></b>
	<b>Normal</b>	<b>Special Mention</b>	<b>Substandard or Doubtful or Doubtful of Loss</b>		<b>Total<sup>(1)</sup></b>
			<b>(in billions)</b>		
<b>Krungsri</b>	¥ 4,672.4	¥ 195.5	¥	98.3	¥ 4,966.2

Notes:

- (1) Total loans in the above table do not include loans held for sale, and represent balances without adjustments in relation to unearned income, unamortized premiums and deferred loan fees.
- (2) Total loans of MUAH do not include FDIC covered loans and small business loans which are not individually rated totaling ¥43.0 billion and ¥40.5 billion as of March 31, 2016 and 2017, respectively. We will be reimbursed for a substantial portion of any future losses on FDIC covered loans under the terms of the FDIC loss share agreements.

We classify loans into risk categories based on relevant information about the ability of borrowers to service their debt, including, but not limited to, historical and current financial information, historical and current payment experience, credit documentation, public and non-public information about borrowers and current economic trends as deemed appropriate to each segment.

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The primary credit quality indicator for loans within all classes of the Commercial segment is the internal credit rating assigned to each borrower based on our internal borrower ratings of 1 through 15 with the rating of 1 assigned to a borrower with the highest quality of credit. When assigning a credit rating to a borrower, we evaluate the borrower's expected debt-service capability based on various information, including financial and operating information of the borrower as well as information on the industry in which the borrower operates, and the borrower's business profile, management and compliance system. In evaluating a borrower's debt-service

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capability, we also conduct an assessment of the level of earnings and an analysis of the borrower's net worth. Based on the internal borrower rating, loans within the Commercial segment are categorized as Normal (internal borrower ratings of 1 through 9), Close Watch (internal borrower ratings of 10 through 12), and Likely to become Bankrupt or Legally/Virtually Bankrupt (internal borrower ratings of 13 through 15).

Loans to borrowers categorized as Normal represent those that are not deemed to have collectability issues. Loans to borrowers categorized as Close Watch represent those that require close monitoring as the borrower has begun to exhibit elements of potential concern with respect to its business performance and financial condition, the borrower has begun to exhibit elements of serious concern with respect to its business performance and financial condition, including business problems requiring long-term solutions, or the borrower's loans are TDRs or loans contractually past due 90 days or more for special reasons. Loans to borrowers categorized as Likely to become Bankrupt or Legally/Virtually Bankrupt represent those that have a higher probability of default than those categorized as Close Watch due to serious debt repayment problems with poor progress in achieving restructuring plans, the borrower being considered virtually bankrupt with no prospects for an improvement in business operations, or the borrower being legally bankrupt with no prospects for continued business operations because of non-payment, suspension of business, voluntary liquidation or filing for legal liquidation.

For more information on our credit and borrower ratings, see Item 11. Quantitative and Qualitative Disclosures about Credit, Market and Other Risk Credit Risk Management.

The accrual status is a primary credit quality indicator for loans within the Residential segment, the Card segment, and consumer loans within the MUAH segment. The accrual status of these loans is determined based on the number of delinquent payments.

Commercial loans within the MUAH segment are categorized as either pass or criticized based on the internal credit rating assigned to each borrower. Criticized credits are those that are internally risk graded as Special Mention, Substandard or Doubtful. Special Mention credits are potentially weak, as the borrower has begun to exhibit deteriorating trends, which, if not corrected, may jeopardize repayment of the loan and result in a further downgrade. Classified credits are those that are internally risk graded as Substandard or Doubtful. Substandard credits have well-defined weaknesses, which, if not corrected, could jeopardize the full satisfaction of the debt. A credit classified as Doubtful has critical weaknesses that make full collection improbable on the basis of currently existing facts and conditions.

Loans within the Krungsri segment are categorized as Normal, Special Mention, and Substandard, which is further divided into Substandard, Doubtful and Doubtful of Loss, primarily based on their delinquency status. Loans categorized as Special Mention generally represent those that have overdue principal or interest payments for a cumulative period exceeding one month commencing from the contractual due date. Loans categorized as Substandard, Doubtful or Doubtful of Loss generally represent those that have overdue principal or interest payments for a cumulative period exceeding three months, commencing from the contractual due date.

For the Commercial, Residential and Card segments, credit quality indicators are based on information as of March 31. For the MUAH and Krungsri segments, credit quality indicators are generally based on information as of December 31.

**Table of Contents***Allowance for credit losses*

The following table shows a summary of the changes in the allowance for credit losses by portfolio segment for the fiscal years ended March 31, 2016 and 2017:

<b>Fiscal year ended March 31, 2016:</b>	<b>Commercial</b>	<b>Residential</b>	<b>Card</b>	<b>MUAH</b>	<b>Krungsri</b>	<b>Total</b>
	<b>(in billions)</b>					
<b>Allowance for credit losses:</b>						
Balance at beginning of fiscal year	¥ 807.7	¥ 72.4	¥ 35.7	¥ 64.8	¥ 74.9	¥ 1,055.5
Provision (credit) for credit losses	117.1	(9.5)	0.9	47.4	76.0	231.9
Charge-offs	116.6	6.7	8.3	5.7	61.5	198.8
Recoveries	21.1	2.4	2.9	2.4	13.0	41.8
Net charge-offs	95.5	4.3	5.4	3.3	48.5	157.0
Others <sup>(1)</sup>	(12.7)			(0.5)	(6.1)	(19.3)
Balance at end of fiscal year	¥ 816.6	¥ 58.6	¥ 31.2	¥ 108.4	¥ 96.3	¥ 1,111.1
<b>Fiscal year ended March 31, 2017:</b>						
	<b>(in billions)</b>					
<b>Allowance for credit losses:</b>						
Balance at beginning of fiscal year	¥ 816.6	¥ 58.6	¥ 31.2	¥ 108.4	¥ 96.3	¥ 1,111.1
Provision (credit) for credit losses	177.3	12.2	13.3	(0.1)	51.0	253.7
Charge-offs	108.3	5.3	16.3	32.1	51.8	213.8
Recoveries	21.1	1.8	2.0	2.9	16.1	43.9
Net charge-offs	87.2	3.5	14.3	29.2	35.7	169.9
Others <sup>(1)</sup>	(6.0)			(5.4)	(1.3)	(12.7)
Balance at end of fiscal year	¥ 900.7	¥ 67.3	¥ 30.2	¥ 73.7	¥ 110.3	¥ 1,182.2

Note:

(1) Others are principally comprised of gains or losses from foreign exchange translation.

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Allowance for credit losses and recorded investment in loans by portfolio segment as of March 31, 2016 and 2017 are shown below:

<b>As of March 31, 2016:</b>	<b>Commercial</b>	<b>Residential</b>	<b>Card</b>	<b>MUAH</b>	<b>Krungsri</b>	<b>Total</b>
	(in billions)					
<b>Allowance for credit losses:</b>						
Individually evaluated for impairment	¥ 642.8	¥ 39.2	¥ 21.3	¥ 13.4	¥ 14.4	¥ 731.1
Collectively evaluated for impairment	159.8	17.9	9.9	94.9	81.8	364.3
Loans acquired with deteriorated credit quality	14.0	1.5	0.0	0.1	0.1	15.7
<b>Total</b>	<b>¥ 816.6</b>	<b>¥ 58.6</b>	<b>¥ 31.2</b>	<b>¥ 108.4</b>	<b>¥ 96.3</b>	<b>¥ 1,111.1</b>
<b>Loans:</b>						
Individually evaluated for impairment	¥ 1,347.7	¥ 140.5	¥ 78.7	¥ 100.5	¥ 43.6	¥ 1,711.0
Collectively evaluated for impairment	92,698.5	14,085.2	503.7	9,257.8	4,608.6	121,153.8
Loans acquired with deteriorated credit quality	40.4	11.0	11.5	39.8	22.1	124.8
<b>Total<sup>(1)</sup></b>	<b>¥ 94,086.6</b>	<b>¥ 14,236.7</b>	<b>¥ 593.9</b>	<b>¥ 9,398.1</b>	<b>¥ 4,674.3</b>	<b>¥ 122,989.6</b>
<b>As of March 31, 2017:</b>						
	(in billions)					
<b>Allowance for credit losses:</b>						
Individually evaluated for impairment	¥ 772.8	¥ 46.5	¥ 20.6	¥ 19.2	¥ 19.0	¥ 878.1
Collectively evaluated for impairment	115.5	19.2	9.6	54.1	91.2	289.6
Loans acquired with deteriorated credit quality	12.4	1.6	0.0	0.4	0.1	14.5
<b>Total</b>	<b>¥ 900.7</b>	<b>¥ 67.3</b>	<b>¥ 30.2</b>	<b>¥ 73.7</b>	<b>¥ 110.3</b>	<b>¥ 1,182.2</b>
<b>Loans:</b>						
Individually evaluated for impairment	¥ 1,349.6	¥ 125.6	¥ 71.9	¥ 93.5	¥ 65.0	¥ 1,705.6
Collectively evaluated for impairment	87,976.9	14,197.0	510.4	8,944.4	4,892.0	116,520.7
Loans acquired with deteriorated credit quality	34.2	9.8	10.9	27.1	9.2	91.2
<b>Total<sup>(1)</sup></b>	<b>¥ 89,360.7</b>	<b>¥ 14,332.4</b>	<b>¥ 593.2</b>	<b>¥ 9,065.0</b>	<b>¥ 4,966.2</b>	<b>¥ 118,317.5</b>

Note:

- (1) Total loans in the above table do not include loans held for sale, and represent balances without adjustments in relation to unearned income, unamortized premiums and deferred loan fees.

We recorded ¥253.7 billion of provision for credit losses for the fiscal year ended March 31, 2017, compared to ¥231.9 billion for the previous fiscal year. Our total allowance for credit losses as of March 31, 2017 was ¥1,182.2 billion, an increase of ¥71.1 billion from ¥1,111.1 billion as of March 31, 2016. The total allowance for credit losses represented 1.00% of the total loan balance as of March 31, 2017, compared to 0.90% as of March 31, 2016. Significant trends in each portfolio segment are discussed below.

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*Commercial segment* A large borrower in the domestic electronics manufacturing industry experienced deterioration in its business and financial performance, resulting in the transfer of the loans to the borrower from the Normal category to the Close Watch category. A large borrower in the trading industry also experienced deterioration in its business and financial performance, resulting in the transfer of the loans to the borrower, which are included in the foreign excluding MUAH and Krungsri category within the segment, from the Normal category to the Likely to become Bankrupt category. These negative factors more than offset the impact of positive factors, including improvements in the credit quality of many borrowers in the energy sector, where oil and other commodity prices were on a recovering trend. In addition, a large borrower in the domestic electronics manufacturing industry and its overseas subsidiaries improved their business and financial performance, resulting in the transfer of the loans to the borrower from the Likely to become Bankrupt category to the Close Watch category. As a result, the ratio of loans classified as Likely to become Bankrupt and Legally/Virtually Bankrupt to total loans decreased to 0.6% as of March 31, 2017 from 1.0% as of March 31, 2016, while the ratio of loans classified as Close Watch to total loans increased to 3.5% as of March 31, 2017 from 3.4% as of March 31, 2016. In light of these and other factors, we recorded a larger provision for credit losses for the fiscal year ended March 31, 2017, compared to the previous fiscal year. The total allowance for credit losses for this segment represented 1.01% of the segment's total loan balance as of March 31, 2017, compared to 0.87% as of March 31, 2016.

*Residential segment* We recorded a provision for credit losses for the fiscal year ended March 31, 2017, compared to a credit for credit losses for the previous fiscal year. We updated our future forecast of credit losses with respect to certain individual borrowers by reflecting information relating to more recent transactions with such borrowers. Although the stable corporate environment in recent periods has generally contributed to higher income for borrowers, resulting in an overall improvement in the credit quality of this segment, we recorded provisions for credit losses for some of these individual borrowers. The ratio of loans classified as Nonaccrual to total loans in the segment was 0.5% as of March 31, 2017, compared to 0.6% as of March 31, 2016. The ratio of total allowance for credit losses to the total loan balance in this segment increased to 0.47% as of March 31, 2017 from 0.41% as of March 31, 2016.

*Card segment* The stable corporate environment in recent periods has generally contributed to higher income for borrowers but has also begun to have varying degrees of impact on them, resulting in some borrowers becoming delinquent on their interest payments. In light of this and other factors, we recorded a larger provision for credit losses for the fiscal year ended March 31, 2017, compared to the previous fiscal year. In addition, the financial condition of some borrowers in delinquency deteriorated further, resulting in an increase in charge-offs. During the fiscal year ended March 31, 2017, we continued to apply our refined borrower screening, which we had originally implemented in June 2010 under regulatory reforms in the consumer finance industry. As a result of these factors and treatments, the ratio of loans classified as Nonaccrual to total loans in the segment decreased to 10.4% as of March 31, 2017 from 10.6% as of March 31, 2016. The ratio of total allowance for credit losses to the total loan balance in this segment as of March 31, 2017 was 5.09%, compared to 5.25% as of March 31, 2016.

*MUAH segment* We recorded a credit for credit losses for the fiscal year ended March 31, 2017, compared to a provision for credit losses for the previous fiscal year. Recovering oil and gas prices helped stabilize the credit quality of many borrowers in the oil and gas sector of MUAH's loan portfolio, particularly those which are engaged in the petroleum exploration and production business. In the meanwhile, the credit quality of some borrowers in the same sector further deteriorated. In addition, we charged off, or transferred to the loans held for sale category, the loans to some borrowers in the oil and gas industry that were unable to improve their repayment ability. As a result, the ratio of loans classified as Special Mention or below and Nonaccrual to total loans in the segment decreased to 3.4% as of March 31, 2017 from 3.5% as of March 31, 2016. The ratio of total allowance for credit losses to the total loan balance in this segment decreased to 0.81% as of March 31, 2017, compared to 1.15% as of March 31, 2016.

*Krungsri segment* Stagnant economic conditions in Thailand negatively impacted the credit quality of the small and medium-sized enterprise portfolio and the retail and consumer finance portfolio. The ratio of loans



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classified as Special Mention or below to total loans in the segment increased 0.5 percentage points to 5.9% as of March 31, 2017 from 5.4% as of March 31, 2016. In light of these and other factors, we recorded an additional provision for credit losses for the fiscal year ended March 31, 2017. As a result, the ratio of total allowance for credit losses to the total loan balance in this segment increased to 2.22% as of March 31, 2017 from 2.06% as of March 31, 2016.

### *Allowance policy*

We maintain an allowance for credit losses to absorb probable losses inherent in the loan portfolio. We have divided our allowance for loan losses into five portfolio segments: Commercial, Residential, Card, MUAH and Krungsri.

For all portfolio segments, key elements relating to the policies and discipline used in determining the allowance for credit losses are our credit classification and related borrower categorization process, which are closely linked to the risk grading standards set by the Japanese regulatory authorities for asset evaluation and assessment, and are used as a basis for establishing the allowance for credit losses and charge-offs. The categorization is based on conditions that may affect the ability of borrowers to service their debt, such as current financial condition and results of operations, historical payment experience, credit documentation, other public information and current trends.

For more information on our credit and borrower ratings, see Item 11. Quantitative and Qualitative Disclosures about Credit, Market and Other Risk: Credit Risk Management.

For the Commercial, MUAH and Krungsri segments, our allowance for credit losses primarily consists of allocated allowances. The allocated allowances consist of (1) an allowance for loans individually evaluated for impairment, (2) an allowance for large groups of smaller-balance homogeneous loans, and (3) a formula allowance. The allocated allowance within the Commercial segment also includes an allowance for country risk exposure. The allowance for credit losses within the MUAH segment also includes an unallocated allowance which captures losses that are attributable to economic events in various industry or geographic sectors whose impact on our loan portfolios in these segments have occurred but have yet to be recognized in the allocated allowance. For the Residential and Card segments, the loans are smaller-balance homogeneous loans that are pooled by the risk ratings based on the number of delinquencies.

For more information on our methodologies used to estimate the allowance for each portfolio segment, see Summary of Significant Accounting Policies in Note 1 to our consolidated financial statements included elsewhere in this Annual Report and Critical Accounting Estimates: Allowance for Credit Losses above.

During the fiscal year ended March 31, 2017, we did not make any significant changes to the methodologies and policies used to determine our allowance for credit losses.

### *Allowance for off-balance sheet credit instruments*

We maintain an allowance for credit losses on off-balance sheet credit instruments, including commitments to extend credit, guarantees, standby letters of credit and other financial instruments. The allowance is included in other liabilities. We have adopted for such instruments the same methodology as that which is used in determining the allowance for credit losses on loans.

The allowance for credit losses on off-balance sheet credit instruments was ¥178.1 billion as of March 31, 2017, an increase of ¥105.5 billion from ¥72.6 billion as of March 31, 2016. This increase primarily related to commitments and guarantees extended to large borrowers in the domestic electronic manufacturing industry in financial difficulty.

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### *Nonaccrual loans and troubled debt restructurings*

We consider a loan to be a nonaccrual loan when substantial doubt exists as to the full and timely payment of interest on, or repayment of, the principal of the loan, which is a borrower condition that generally corresponds to borrowers in categories 13 and below in our internal rating system (which corresponds to Likely to become Bankrupt, Virtually Bankrupt and Bankrupt or de facto Bankrupt status under Japanese banking regulations). Substantially all nonaccrual loans are also impaired loans. Loans are also placed in nonaccrual status when principal or interest is contractually past due one month or more with respect to loans within all classes of the Commercial segment, three months or more with respect to loans within the Card, MUAH and Krungsri segments, and six months or more with respect to loans within the Residential segment.

We modify certain loans in conjunction with our loss-mitigation activities. Through these modifications, concessions are granted to a borrower who is experiencing financial difficulty, generally in order to minimize economic loss, to avoid foreclosure or repossession of collateral, and to ultimately maximize payments received from the borrower. The concessions granted vary by portfolio segment, by program, and by borrower-specific characteristics, and may include interest rate reductions, term extensions, payment deferrals, and partial principal forgiveness. Loan modifications that represent concessions made to borrowers who are experiencing financial difficulties are identified as troubled debt restructurings, or TDRs. TDRs are also considered impaired loans, and an allowance for credit losses is separately established for each loan.

Generally, accruing loans that are modified in a TDR remain as accruing loans subsequent to the modification, and nonaccrual loans remain as nonaccrual. However, if a nonaccrual loan has been modified as a TDR and the borrower is not delinquent under the modified terms, and demonstrates that its financial condition has improved, we may reclassify the loan to accrual status. This determination is generally performed at least once a year through a detailed internal credit rating review process. Although we have not defined any minimum period to qualify for an upgrade, it is not common for a borrower to be able to demonstrate that its business problems have been resolved or can soon be resolved within a short period of time following a restructuring. If the borrower is upgraded to category 12 or higher in our internal rating system (which corresponds to Normal and Close Watch status under the Japanese banking regulations), a TDR would be reclassified to accrual status. Once a nonaccrual loan is deemed to be a TDR, we will continue to designate the loan as a TDR even if the loan is reclassified to accrual status.

A loan that has been modified into a TDR is considered to be impaired until it matures, is repaid, or is otherwise liquidated, regardless of whether the borrower performs under the modified terms.

For more information on our credit and borrower ratings, see Item 11. Quantitative and Qualitative Disclosures about Credit, Market and Other Risk Credit Risk Management.

For more information on our TDRs, see Note 4 to our consolidated financial statements included elsewhere in this Annual Report.

**Table of Contents***Nonaccrual loans*

The following table shows information about the nonaccrual status of loans by class as of March 31, 2016 and 2017:

	As of March 31, 2016      2017 (in billions)	
<b>Commercial</b>		
Domestic	¥ 702.9	¥ 471.1
Manufacturing	372.8	185.1
Construction	15.2	15.2
Real estate	60.1	44.4
Services	40.5	38.6
Wholesale and retail	132.0	131.2
Banks and other financial institutions	0.7	2.4
Communication and information services	20.3	18.7
Other industries	29.2	10.0
Consumer	32.1	25.5
Foreign-excluding MUAH and Krungsri	189.8	191.9
<b>Residential</b>	79.8	75.4
<b>Card</b>	62.6	61.4
<b>MUAH</b>	66.6	82.2
<b>Krungsri</b>	85.3	94.9
<b>Total<sup>(1)</sup></b>	<b>¥ 1,187.0</b>	<b>¥ 976.9</b>

Note:

- (1) The above table does not include loans held for sale of ¥0.4 billion and nil as of March 31, 2016 and 2017, respectively, and loans acquired with deteriorated credit quality of ¥12.8 billion and ¥9.7 billion as of March 31, 2016 and 2017, respectively.

Total nonaccrual loans decreased ¥210.1 billion between March 31, 2016 and March 31, 2017. Significant trends in each portfolio segment are discussed below.

*Commercial segment* Nonaccrual loans in the domestic commercial category decreased ¥231.8 billion between March 31, 2016 and March 31, 2017. This decrease was primarily attributable to an upgrade of the internal borrower rating assigned to a large borrower in the domestic electronics manufacturing industry in light of the improvements made in the business and financial performance of the borrower and its overseas subsidiaries, resulting in the transfer of the loans to the borrower from nonaccrual status to accrual status. Nonaccrual loans in the foreign excluding MUAH and Krungsri category increased ¥2.1 billion due to the transfer from accrual status to nonaccrual status of the loans to a large borrower in the trading industry.

*Residential segment* Nonaccrual loans in the segment decreased ¥4.4 billion between March 31, 2016 and March 31, 2017 primarily due to the transfer from nonaccrual status to accrual status of loans to borrowers who became current with their payments as the stable corporate environment in recent periods has contributed to higher income for borrowers in the segment.

*Card segment* Nonaccrual loans in the segment decreased ¥1.2 billion between March 31, 2016 and March 31, 2017, as a substantial number of borrowers became current with their payments. The continued application of our refined borrower screening and higher income for borrowers in the stable corporate environment had a positive effect on the credit quality of our card loan portfolio.

*MUAH segment* Nonaccrual loans in the segment increased ¥15.6 billion between March 31, 2016 and March 31, 2017 primarily as a result of the transfer from the pass and special mention categories to the classified

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category of loans to certain borrowers in the oil and gas sector, which was negatively impacted by the declines in oil and other commodity prices during the fiscal year ended March 31, 2016.

*Krungsri segment* Nonaccrual loans in the segment increased ¥9.6 billion between March 31, 2016 and March 31, 2017 primarily because the credit quality of the small and medium-sized enterprise loan portfolio and the retail and consumer finance loan portfolio was adversely affected by the stagnant economic conditions in Thailand.

*Troubled debt restructurings*

The following table shows information about outstanding recorded investment balances of TDRs by class as of March 31, 2016 and 2017:

	As of March 31, 2016      2017 (in billions)	
<b>Commercial<sup>(1)</sup></b>		
Domestic	¥ 353.6	¥ 592.6
Manufacturing	133.5	409.4
Construction	10.5	8.9
Real estate	46.2	39.0
Services	43.9	32.9
Wholesale and retail	95.7	83.0
Banks and other financial institutions	0.0	0.0
Communication and information services	6.9	6.1
Other industries	7.7	6.5
Consumer	9.2	6.8
Foreign-excluding MUAH and Krungsri	103.6	96.2
<b>Residential<sup>(1)</sup></b>	60.6	50.2
<b>Card<sup>(2)</sup></b>	79.3	72.3
<b>MUAH<sup>(2)</sup></b>	98.9	69.8
<b>Krungsri<sup>(2)</sup></b>	26.4	46.7
<b>Total</b>	<b>¥ 722.4</b>	<b>¥ 927.8</b>

Notes:

- (1) TDRs for the Commercial and Residential segments include accruing loans with concessions granted, and do not include nonaccrual loans with concessions granted.
- (2) TDRs for the Card, MUAH and Krungsri segments include accrual and nonaccrual loans. Included in the outstanding recorded investment balances as of March 31, 2016 and 2017 are nonaccrual TDRs as follows: ¥41.4 billion and ¥39.7 billion Card; ¥49.2 billion and ¥45.1 billion MUAH; and ¥13.8 billion and ¥19.0 billion Krungsri, respectively.

Total TDRs increased ¥205.4 billion between March 31, 2016 and March 31, 2017. Significant trends in each portfolio segment are discussed below.

*Commercial segment* TDRs in the domestic commercial category increased ¥239.0 billion between March 31, 2016 and March 31, 2017. During the fiscal year ended March 31, 2017, we granted a concession in favor of a large borrower in the domestic electronics manufacturing industry on the loans outstanding to the borrower, which had previously been classified as Normal loans, as its business and financial performance deteriorated. We also granted a concession in favor of another large borrower in the domestic electronics manufacturing industry on the loans outstanding to the borrower, which had previously been classified as nonaccrual loans. Later during the same fiscal year, the borrower's repayment ability improved and, as a result, the loans were reclassified as accrual TDRs.

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*Residential segment* TDRs in the segment decreased ¥10.4 billion between March 31, 2016 and March 31, 2017 primarily as a result of repayments of loans classified as TDRs.

*Card segment* TDRs in the segment decreased ¥7.0 billion between March 31, 2016 and March 31, 2017 mainly due to repayments of loans classified as TDRs pursuant to their respective restructured terms.

*MUAH segment* TDRs in the segment decreased ¥29.1 billion between March 31, 2016 and March 31, 2017. The decrease was primarily as a result of repayments of loans classified as accrual TDRs as well as charge-offs or transfers of TDR loans to borrowers in the oil and gas sector to the loans held for sale category.

*Krungsri segment* TDRs in the segment increased ¥20.3 billion between March 31, 2016 and March 31, 2017. The increase was primarily because we provided concessions to some borrowers in the small and medium-sized enterprise loan portfolio and the retail and consumer finance loan portfolio, which were adversely affected by the stagnant economic conditions in Thailand.

In the above table, TDRs for the Commercial and Residential segments include accruing loans with concessions granted, and do not include nonaccrual loans with concessions granted, whereas TDRs for the Card, MUAH and Krungsri segments include accrual and nonaccrual loans. In the Commercial and Residential segments, once a loan is classified as a nonaccrual loan, a modification would have little likelihood of resulting in the recovery of the loan in view of the severity of the financial difficulty of the borrower. Therefore, even if a nonaccrual loan is modified, the loan continues to be classified as a nonaccrual loan. The vast majority of modifications to nonaccrual loans are temporary extensions of the maturity dates, typically for periods up to 90 days, and continually made as the borrower is unable to repay or refinance the loan at the extended maturity. Accordingly, the impact of such TDRs on the outstanding recorded investment is immaterial, and the vast majority of nonaccrual TDRs have subsequently defaulted.

The primary type of concessions we granted to loans in the Commercial and Card segments during the fiscal year ended March 31, 2017 were reductions in the stated rates. During the same fiscal year, extensions of the stated maturity dates were the primary type of concessions we granted to loans in the Residential segment, and payment deferrals were the primary type of concessions we granted to loans in the MUAH and Krungsri segments.

### *Impaired loans and impairment allowance*

Impaired loans primarily include nonaccrual loans and TDRs. We consider a loan to be impaired when, based on current information and events, it is probable that we will be unable to collect all of the scheduled payments of interest on, and repayment of, the principal of the loan when due according to the contractual terms of the loan agreement.



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The following tables show information about impaired loans by class as of March 31, 2016 and 2017:

	As of March 31, 2016			Unpaid Principal Balance	Related Allowance for Credit Losses
	Recorded Loan Balance		Total <sup>(2)</sup> (in billions)		
	Requiring an Allowance for Credit Losses	Not Requiring an Allowance for Credit Losses <sup>(1)</sup>			
<b>Commercial</b>					
Domestic	¥ 815.2	¥ 241.2	¥ 1,056.4	¥ 1,101.6	¥ 467.8
Manufacturing	420.4	85.9	506.3	514.1	283.7
Construction	16.7	8.9	25.6	26.6	7.8
Real estate	67.5	38.9	106.4	113.9	17.1
Services	62.3	22.1	84.4	90.7	27.6
Wholesale and retail	175.0	52.7	227.7	239.7	88.0
Banks and other financial institutions	0.5	0.2	0.7	0.7	0.5
Communication and information services	17.0	10.1	27.1	28.3	11.3
Other industries	30.7	6.2	36.9	38.8	24.5
Consumer	25.1	16.2	41.3	48.8	7.3
Foreign-excluding MUAH and Krungsri	285.3	6.0	291.3	305.0	175.0
Loans acquired with deteriorated credit quality	11.4		11.4	21.4	3.3
<b>Residential</b>	133.5	8.5	142.0	173.8	39.6
<b>Card</b>	78.8	0.5	79.3	88.6	21.3
<b>MUAH</b>	68.5	32.0	100.5	108.1	13.4
<b>Krungsri</b>	27.8	16.5	44.3	49.9	14.5
<b>Total<sup>(3)</sup></b>	¥ 1,420.5	¥ 304.7	¥ 1,725.2	¥ 1,848.4	¥ 734.9

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	As of March 31, 2017				
	Requiring an Allowance for Credit Losses	Recorded Loan Balance Not Requiring an Allowance for Credit Losses <sup>(1)</sup>	Total <sup>(2)</sup> (in billions)	Unpaid Principal Balance	Related Allowance for Credit Losses
<b>Commercial</b>					
Domestic	¥ 876.0	¥ 187.7	¥ 1,063.7	¥ 1,107.2	¥ 608.1
Manufacturing	555.0	39.6	594.6	602.1	411.8
Construction	15.0	9.1	24.1	24.9	9.1
Real estate	53.0	30.3	83.3	90.8	15.0
Services	48.3	23.2	71.5	78.1	31.1
Wholesale and retail	160.5	53.7	214.2	224.2	115.7
Banks and other financial institutions	1.8	0.6	2.4	2.4	1.7
Communication and information services	14.2	10.6	24.8	26.6	10.5
Other industries	10.7	5.8	16.5	17.4	7.2
Consumer	17.5	14.8	32.3	40.7	6.0
Foreign-excluding MUAH and Krungsri	262.9	23.0	285.9	310.0	164.7
Loans acquired with deteriorated credit quality	8.0		8.0	11.5	3.6
<b>Residential</b>	120.4	6.6	127.0	154.0	47.0
<b>Card</b>	71.8	0.5	72.3	80.4	20.5
<b>MUAH</b>	77.2	16.3	93.5	113.4	19.2
<b>Krungsri</b>	44.7	20.8	65.5	71.1	19.1
<b>Total<sup>(3)</sup></b>	¥ 1,461.0	¥ 254.9	¥ 1,715.9	¥ 1,847.6	¥ 882.2

Notes:

- (1) These loans do not require an allowance for credit losses because the recorded investments in the loans equal, or do not exceed, the present value of expected future cash flows discounted at the loans' effective interest rate, loans' observable market price, or the fair value of the collateral if the loan is a collateral-dependent loan.
- (2) Included in impaired loans as of March 31, 2016 and 2017 are accrual TDRs as follows: ¥457.2 billion and ¥688.8 billion Commercial; ¥60.6 billion and ¥50.2 billion Residential; ¥37.9 billion and ¥32.6 billion Card; ¥49.6 billion and ¥24.7 billion MUAH; and ¥8.5 billion and ¥23.6 billion Krungsri, respectively.
- (3) In addition to impaired loans presented in the above table, there were loans held for sale that were impaired of ¥0.4 billion and ¥9.9 billion as of March 31, 2016 and 2017, respectively.

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The following table shows information regarding the average recorded loan balance and recognized interest income on impaired loans for the fiscal years ended March 31, 2016 and 2017:

	Fiscal years ended March 31,			
	2016	2016	2017	2017
	Average Recorded Loan Balance	Recognized Interest Income	Average Recorded Loan Balance	Recognized Interest Income
	(in billions)			
<b>Commercial</b>				
Domestic	¥ 1,066.6	¥ 16.6	¥ 1,137.5	¥ 14.1
Manufacturing	464.2	5.5	601.2	5.8
Construction	29.6	0.7	26.7	0.4
Real estate	123.2	2.2	96.2	1.6
Services	91.3	2.0	82.0	1.2
Wholesale and retail	249.7	4.3	238.8	3.5
Banks and other financial institutions	4.0	0.1	2.3	0.0
Communication and information services	29.5	0.7	27.5	0.6
Other industries	29.0	0.3	24.7	0.4
Consumer	46.1	0.8	38.1	0.6
Foreign-excluding MUAH and Krungsri	230.0	3.2	291.6	5.1
Loans acquired with deteriorated credit quality	11.5	0.5	10.0	0.4
<b>Residential</b>	154.8	2.9	133.9	1.9
<b>Card</b>	85.0	3.3	75.8	2.5
<b>MUAH</b>	72.0	1.6	91.7	1.7
<b>Krungsri</b>	40.0	2.3	51.6	2.2
Total	¥ 1,659.9	¥ 30.4	¥ 1,792.1	¥ 27.9

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Aging of past due loans by class as of March 31, 2016 and 2017 are shown below:

As of March 31, 2016:	1-3 months Past Due	Greater Than 3 months	Total Past Due	Current (in billions)	Total Loans <sup>(1)(2)</sup>	Recorded Investment > 90 Days and Accruing
<b>Commercial</b>						
Domestic	¥ 13.9	¥ 22.3	¥ 36.2	¥ 57,509.7	¥ 57,545.9	¥ 6.4
Manufacturing	0.7	4.2	4.9	12,099.5	12,104.4	0.0
Construction	0.4	0.5	0.9	911.7	912.6	
Real estate	3.2	5.8	9.0	11,052.7	11,061.7	1.9
Services	2.1	1.0	3.1	2,486.6	2,489.7	0.1
Wholesale and retail	2.4	3.3	5.7	7,876.3	7,882.0	0.1
Banks and other financial institutions		0.0	0.0	5,146.8	5,146.8	0.0
Communication and information services	1.1	0.4	1.5	1,502.5	1,504.0	0.1
Other industries	0.2	0.1	0.3	14,736.5	14,736.8	
Consumer	3.8	7.0	10.8	1,697.1	1,707.9	4.2
Foreign-excluding MUAH and Krungsri	17.7	23.5	41.2	36,459.1	36,500.3	
<b>Residential</b>	79.2	50.5	129.7	14,096.0	14,225.7	40.8
<b>Card</b>	18.2	31.6	49.8	532.6	582.4	
<b>MUAH</b>	17.2	8.6	25.8	9,331.8	9,357.6	0.3
<b>Krungsri</b>	87.1	70.1	157.2	4,495.0	4,652.2	
<b>Total</b>	¥ 233.3	¥ 206.6	¥ 439.9	¥ 122,424.2	¥ 122,864.1	¥ 47.5

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As of March 31, 2017:	1-3 months Past Due	Greater Than 3 months	Total Past Due	Current (in billions)	Total Loans <sup>(1)(2)</sup>	Recorded Investment > 90 Days and Accruing
<b>Commercial</b>						
Domestic	¥ 12.4	¥ 19.4	¥ 31.8	¥ 51,999.5	¥ 52,031.3	¥ 5.8
Manufacturing	1.4	1.7	3.1	11,765.6	11,768.7	0.0
Construction	0.3	0.2	0.5	818.2	818.7	
Real estate	2.7	5.0	7.7	11,525.1	11,532.8	1.5
Services	1.3	3.2	4.5	2,531.0	2,535.5	0.0
Wholesale and retail	1.9	1.9	3.8	7,960.9	7,964.7	0.2
Banks and other financial institutions	0.0	0.0	0.0	5,223.0	5,223.0	
Communication and information services	0.6	0.2	0.8	1,633.4	1,634.2	
Other industries	0.3	0.1	0.4	8,859.3	8,859.7	
Consumer	3.9	7.1	11.0	1,683.0	1,694.0	4.1
Foreign-excluding MUAH and Krungsri	5.3	50.1	55.4	37,239.8	37,295.2	2.2
<b>Residential</b>	<b>78.2</b>	<b>42.4</b>	<b>120.6</b>	<b>14,202.1</b>	<b>14,322.7</b>	<b>31.4</b>
<b>Card</b>	<b>17.5</b>	<b>31.3</b>	<b>48.8</b>	<b>533.5</b>	<b>582.3</b>	
<b>MUAH</b>	<b>25.2</b>	<b>14.2</b>	<b>39.4</b>	<b>8,998.0</b>	<b>9,037.4</b>	<b>1.2</b>
<b>Krungsri</b>	<b>103.0</b>	<b>73.3</b>	<b>176.3</b>	<b>4,780.7</b>	<b>4,957.0</b>	
<b>Total</b>	<b>¥ 241.6</b>	<b>¥ 230.7</b>	<b>¥ 472.3</b>	<b>¥ 117,753.6</b>	<b>¥ 118,225.9</b>	<b>¥ 40.6</b>

Notes:

- (1) Total loans in the above table do not include loans held for sale or loans acquired with deteriorated credit quality and represent balances without adjustments in relation to unearned income, unamortized premiums and deferred loan fees.
- (2) Total loans of MUAH do not include ¥0.7 billion and ¥0.4 billion of FDIC covered loans as of March 31, 2016 and 2017, respectively, which are not subject to the guidance on loans and debt securities acquired with deteriorated credit quality.

*Sales of nonperforming loans*

The following table presents comparative data relating to the principal amount of nonperforming loans sold and reversal of allowance for credit losses:

	Principal amount of loans <sup>(1)</sup>	Allowance for credit losses <sup>(2)</sup>	Loans, net of allowance (in billions)	Reversal of allowance for credit losses
For the fiscal year ended March 31, 2016	¥ 13.1	¥ 4.5	¥ 8.6	¥ (3.7)
For the fiscal year ended March 31, 2017	¥ 99.0	¥ 24.0	¥ 75.0	¥ (12.9)

Notes:

- (1) Represents principal amount after the deduction of charge-offs made before the sales of nonperforming loans.
- (2) Represents allowance for credit losses at the latest balance-sheet date.

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While we originate various types of loans to corporate and individual borrowers in Japan and overseas in the normal course of business, we dispose of nonperforming loans in order to improve our loan quality. Most of these nonperforming loans are disposed of by sales to third parties without any continuing involvement.

Through the sale of nonperforming loans to third parties, gains or losses may arise from factors such as a change in the credit quality of the borrowers or the value of the underlying collateral subsequent to the prior reporting date, and the risk appetite and investment policy of the purchasers.

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The principal amount of non-performing loans sold in the fiscal year ended March 31, 2017 increased compared to the previous fiscal year mainly due to the increased sales by MUAH of nonperforming loans outstanding to borrowers in the oil and gas sector.

In connection with the sale of loans, including performing loans, we recorded net gains of ¥12.1 billion and ¥19.4 billion for the fiscal years ended March 31, 2016 and 2017, respectively.

## ***Investment Portfolio***

Our investment securities primarily consist of Japanese government bonds and marketable equity securities. Japanese government bonds are mostly classified as available-for-sale securities. Our investment in Japanese government bonds is a part of our asset and liability management policy with respect to investing the amount of Japanese yen-denominated funds exceeding our net loans. The percentage of our holding of available-for-sale Japanese government bonds to the total investment securities decreased to 59.7% as of March 31, 2017 from 63.8% as of March 31, 2016. We also hold Japanese government bonds that are classified as held-to-maturity securities, which accounted for 2.6% of the total investment securities as of March 31, 2017.

Historically, we have held equity securities of some of our customers primarily for strategic purposes, in particular to maintain long-term relationships with these customers. We continue to focus on reducing our investment in equity securities for such purposes in order to reduce the price fluctuation risk in our equity portfolio from a risk management perspective and to respond to applicable regulatory requirements as well as increasing market expectations for us to reduce our equity portfolio. As of March 31, 2016 and 2017, the aggregate book value of our marketable equity securities under Japanese GAAP satisfied the requirements of the legislation prohibiting banks from holding equity securities in excess of their Tier 1 capital. In November 2015, we announced that we would aim to reduce the balance of equity securities held for strategic purposes to approximately 10% of our Tier 1 capital over a five year period. During the fiscal year ended March 31, 2017, we sold down ¥150 billion of equity securities held in our strategic equity investment portfolio. As of March 31, 2017, the balance of such securities represented 16.6% of our Tier 1 capital. However, various factors, including market conditions and changes in our Tier 1 capital ratio, may affect the amount of equity securities we should sell and our ability to achieve the target as planned.

Investment securities decreased ¥2.42 trillion to ¥43.23 trillion as of March 31, 2017 from ¥45.65 trillion as of March 31, 2016, primarily due to a decrease in our holding of Japanese government bonds primarily in response to the Bank of Japan's monetary policy and measure to purchase such bonds in the market to stimulate the economy by increasing liquidity and also as part of our asset and liability management and interest rate risk management measures.

Investment securities other than available-for-sale or held-to-maturity securities, which are nonmarketable equity securities presented on our consolidated balance sheets as other investment securities, were primarily carried at cost of ¥0.56 trillion as of March 31, 2017 and ¥0.55 trillion as of March 31, 2016, respectively, because their fair values were not readily determinable.

For the fiscal year ended March 31, 2017, losses resulting from impairment of investment securities were ¥33.8 billion, a decrease of ¥3.4 billion compared to the fiscal year ended March 31, 2016. The decrease was mainly due to a smaller impairment losses on nonmarketable equity securities.

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The following table shows information regarding the amortized cost, net unrealized gains (losses), and fair value of our available-for-sale and held-to-maturity securities as of March 31, 2016 and 2017.

	2016		As of March 31,		2017	
	Amortized cost	Fair value	Net unrealized gains (losses) (in billions)	Amortized cost	Fair value	Net unrealized gains (losses)
<b>Available-for-sale securities:</b>						
<b>Debt securities:</b>						
Japanese government and Japanese government agency bonds	¥ 28,427.2	¥ 29,127.8	¥ 700.6	¥ 25,435.6	¥ 25,826.3	¥ 390.7
Japanese prefectural and municipal bonds	441.7	455.0	13.3	1,010.3	1,015.5	5.2
Foreign governments and official institutions bonds	2,046.8	2,074.1	27.3	2,162.9	2,149.9	(13.0)
Corporate bonds	998.6	1,023.3	24.7	1,122.0	1,141.7	19.7
Mortgage-backed securities	1,091.0	1,076.8	(14.2)	1,284.1	1,269.2	(14.9)
Asset-backed securities	1,669.1	1,666.8	(2.3)	1,374.8	1,378.3	3.5
Other debt securities	180.3	182.8	2.5	169.2	170.8	1.6
Marketable equity securities	2,660.0	5,619.6	2,959.6	2,737.0	6,138.4	3,401.4
<b>Total available-for-sale securities</b>	<b>¥ 37,514.7</b>	<b>¥ 41,226.2</b>	<b>¥ 3,711.5</b>	<b>¥ 35,295.9</b>	<b>¥ 39,090.1</b>	<b>¥ 3,794.2</b>
Held-to-maturity debt securities <sup>(1)</sup>	¥ 3,866.7	¥ 3,931.2	¥ 64.5	¥ 3,587.3	¥ 3,637.8	¥ 50.5

Note:

(1) See Note 3 to our consolidated financial statements included elsewhere in this Annual Report for more details.

Net unrealized gains on available-for-sale securities increased ¥82.7 billion to ¥3,794.2 billion as of March 31, 2017, from ¥3,711.5 billion as of March 31, 2016. The increase primarily consisted of a ¥441.8 billion increase in net unrealized gains on marketable equity securities, reflecting higher equity prices as of March 31, 2017 compared to March 31, 2016. The increase was offset in part by a ¥309.9 billion decrease in net unrealized gains on Japanese government and Japanese government agency bonds, reflecting a reduction in our holdings of Japanese government bonds to manage the risk of losses resulting from declines in the values of Japanese government bonds in a rising interest rate environment. We also recorded ¥13.0 billion of net unrealized losses on foreign governments and official institutions bonds, particularly U.S. Treasury bonds, compared to ¥27.3 billion of net unrealized gains as of March 31, 2016 as interest rates rose in the United States.

The amortized cost of held-to-maturity securities decreased ¥279.4 billion between March 31, 2016 and March 31, 2017. The decrease was mainly due to early redemption of foreign asset-backed securities. Net unrealized gains on held-to-maturity decreased ¥14.0 billion between March 31, 2016 and March 31, 2017, reflecting lower values of Japanese government bonds.



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The following table shows information relating to our investment securities other than available-for-sale or held-to-maturity securities as of March 31, 2016 and 2017:

	As of March 31, 2016      2017 (in billions)	
Other investment securities:		
Nonmarketable equity securities:		
Unlisted preferred securities <sup>(1)</sup>	¥ 391.4	¥ 391.4
Others <sup>(2)</sup>	138.6	138.5
Investment securities held by investment companies and brokers and dealers <sup>(3)</sup>	24.7	26.3
Total	¥ 554.7	¥ 556.2

## Notes:

- (1) These securities are mainly issued by public companies, including preferred stocks issued by Morgan Stanley, preferred securities issued by our non-consolidated funding vehicles, and other unlisted preferred securities issued by several Japanese public companies. Those securities are primarily carried at cost.
- (2) These securities are equity securities issued by unlisted companies other than unlisted preferred securities. Those securities are primarily carried at cost.
- (3) These investment securities are held by certain subsidiaries subject to specialized industry accounting principles for investment companies and brokers and dealers, and are measured at fair value.

***Cash and Due from Banks***

Cash and due from banks increased ¥17.02 trillion to ¥25.68 trillion as of March 31, 2017 from ¥8.66 trillion as of March 31, 2016. This increase was mainly because our commercial banking subsidiaries deposited with the Bank of Japan a larger amount of cash received on sales and redemptions of Japanese government bonds as the subsidiaries continued to reduce their holdings of such bonds. Customer deposits in our commercial banking subsidiaries increased mainly due to near-zero interest rates in Japan resulting in a shift in investor preference from investments in money markets to deposits. Cash and due from banks fluctuates significantly from day to day depending upon financial market conditions.

***Interest-earning Deposits in Other Banks***

Interest-earning deposits in other banks decreased ¥2.69 trillion to ¥38.33 trillion as of March 31, 2017 from ¥41.02 trillion as of March 31, 2016. This decrease was mainly due to a decrease in interest-earning deposits with the Bank of Japan by our trust banking subsidiaries to reduce the adverse impact of negative interest rates on such deposits. Interest-earning deposits in other banks fluctuate significantly from day to day depending upon financial market conditions.

***Trading Account Assets***

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Trading account assets decreased ¥9.51 trillion to ¥41.32 trillion as of March 31, 2017 from ¥50.83 trillion as of March 31, 2016. Trading account assets consist of trading account securities and trading derivative assets. Trading account securities decreased ¥6.84 trillion to ¥22.49 trillion as of March 31, 2017 from ¥29.33 trillion as of March 31, 2016. This decrease was mainly due to a reduction in the volume of U.S. Treasury bonds held by our commercial banking subsidiaries, particularly towards the end of the fiscal year, to manage the risk of losses resulting from declines in the values of U.S. Treasury bonds in a rising interest rate environment in the United States. Trading derivative assets decreased ¥2.67 trillion to ¥18.83 trillion as of March 31, 2017 from ¥21.50 trillion as of March 31, 2016. This decrease was mainly attributable to a decrease in the fair values of interest rate derivatives in our commercial banking subsidiaries, reflecting the rise in the yields of 10-year Japanese government bonds from negative rates to around 0.05% after the U.S. presidential election in November 2016.

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**Table of Contents*****Investment Securities***

Total investment securities decreased ¥2.42 trillion to ¥43.23 trillion as of March 31, 2017 from ¥45.65 trillion as of March 31, 2016. This was mainly due to a reduction in our holding of Japanese government bonds to manage the risk of losses resulting from declines in the values of Japanese government bonds in a rising interest rate environment. Net unrealized gains on available-for-sale securities as of March 31, 2017 were ¥3.79 trillion, an increase of ¥0.08 trillion from ¥3.71 trillion as of March 31, 2016, mainly due to higher equity prices as of March 31, 2017 compared to March 31, 2016. This increase was partially offset by a ¥0.31 trillion decrease in net unrealized gains on Japanese government bonds reflecting the increases in the yields on 10-year Japanese government bonds from negative rates to around 0.05% after the U.S. presidential election in November 2016.

***Deferred Tax Assets and Deferred Tax Liabilities***

Deferred tax assets decreased ¥0.08 trillion to ¥0.08 trillion as of March 31, 2017 from ¥0.16 trillion as of March 31, 2016. Deferred tax assets decreased primarily due to recording of additional valuation allowance. Deferred tax liabilities decreased ¥0.23 trillion to ¥0.41 trillion as of March 31, 2017 from ¥0.64 trillion as of March 31, 2016. This was primarily due to a decrease in net unrealized gains on trading securities and investment securities as well as the impact of a release of deferred tax liabilities resulting from the expected reduction in the local tax rate for the fiscal year ending March 31, 2018.

For more information, see A. Operating Results Results of Operations Income Tax Expense and Note 7 to our consolidated financial statements included elsewhere in this Annual Report.

***Total Liabilities***

As of March 31, 2017, total liabilities were ¥282.42 trillion, an increase of ¥4.71 trillion from ¥277.71 trillion as of March 31, 2016. This was primarily due to an increase of ¥8.96 trillion in deposits and an increase of ¥5.78 trillion in long-term debt, partially offset by a decrease of ¥9.00 trillion in short-term borrowings.

***Deposits***

Deposits are our primary source of funds. The balance of domestic deposits increased ¥9.36 trillion to ¥144.84 trillion as of March 31, 2017 from ¥135.48 trillion as of March 31, 2016, while the balance of foreign deposits decreased ¥0.40 trillion to ¥45.56 trillion as of March 31, 2017 from ¥45.96 trillion as of March 31, 2016. The increase in domestic deposits was mainly due to near-zero interest rates in Japan resulting in a shift in investor preference from investments in money markets to deposits, particularly among corporate investors. The decrease in foreign deposits was primarily due to a decrease in the Japanese yen amount of foreign currency-denominated deposits, reflecting the appreciation of the Japanese yen against the relevant foreign currencies.

The total average balance of interest-bearing deposits increased ¥4.10 trillion to ¥155.57 trillion for the fiscal year ended March 31, 2017 from ¥151.46 trillion for the fiscal year ended March 31, 2016.

***Short-term Borrowings***

We use short-term borrowings as a funding source and in our management of interest rate risk. For management of interest rate risk, short-term borrowings are used in asset and liability management operations to match interest rate risk exposure resulting from loans and other interest-earning assets and to manage funding costs of various financial instruments at an appropriate level, based on our forecast of future interest rate levels. Short-term borrowings consist of call money, funds purchased, payables under repurchase agreements, payables under securities lending transactions, due to trust accounts and other short-term borrowings.

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Short-term borrowings decreased ¥9.00 trillion to ¥34.91 trillion as of March 31, 2017 from ¥43.91 trillion as of March 31, 2016. This decrease was primarily attributable to a ¥6.03 trillion decrease in payables under repurchase agreements as investor preference shifted from investments in money markets to deposits in the near-zero interest rate environment in Japan. This decrease was also attributable to a ¥3.00 trillion decrease in due to trust account, as a larger portion of the excess cash funds in MUTB's trust account, which had temporarily been lent to MUTB's proprietary account after the Bank of Japan introduced its quantitative and qualitative monetary easing with negative interest rates policy in February 2016, was instead invested in the call money market.

***Long-term Debt***

Long-term debt increased ¥5.78 trillion to ¥27.74 trillion as of March 31, 2017 from ¥21.96 trillion as of March 31, 2016. This increase was due to additional issuances of bonds by us to meet TLAC and other Basel III requirements and an increase in long-term borrowings by our banking subsidiaries to diversify their funding sources.

The average balance of long-term debt for the fiscal year ended March 31, 2017 was ¥24.37 trillion, an increase of ¥4.01 trillion from ¥20.36 trillion for the previous fiscal year.

The senior notes and subordinated bonds that MUFG issued for TLAC and other Basel III compliance purposes are included in long-term debt. See Recent Developments.

***Sources of Funding and Liquidity***

Our primary source of liquidity is from a large balance of deposits, mainly ordinary deposits, certificates of deposit and time deposits. Time deposits have historically shown a high rollover rate among our corporate customers and individual depositors. The average deposit balance increased from ¥173.94 trillion for the fiscal year ended March 31, 2016 to ¥181.24 trillion for the fiscal year ended March 31, 2017. These deposits provide us with a sizable source of stable and low-cost funds. Our average deposits, combined with our average total equity of ¥15.01 trillion, funded 63.7% of our average total assets of ¥307.94 trillion during the fiscal year ended March 31, 2017. Our deposits exceeded our loans before allowance for credit losses by ¥72.19 trillion as of March 31, 2017 compared to ¥58.65 trillion as of March 31, 2016. As part of our asset and liability management policy, a significant portion of the amount of Japanese yen-denominated funds exceeding our loans has been deposited with the Bank of Japan or invested in Japanese government bonds in recent periods.

The remaining funding was primarily provided by short-term borrowings and long-term senior and subordinated debt. Short-term borrowings consist of call money and funds purchased, payables under repurchase agreements, payables under securities lending transactions, due to trust account, and other short-term borrowings. From time to time, we have issued long-term instruments such as straight bonds with maturities between 4 to 10 years. The balance of our short-term borrowings as of March 31, 2017 was ¥34.91 trillion, and the average balance of short-term borrowings for the fiscal year ended March 31, 2017 was ¥41.03 trillion. The balance of our long-term debt as of March 31, 2017 was ¥27.74 trillion, and the average balance of long-term debt for the fiscal year ended March 31, 2017 was ¥24.37 trillion. Liquidity may also be provided by the sale of financial assets, including available-for-sale securities, trading account securities and loans. Additional liquidity may be provided by the maturity of loans.

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We manage liquidity separately at certain of our foreign and domestic non-bank and banking subsidiaries because they are subject to separate regulatory requirements, pursue different business models and have distinctive liquidity risk profiles. We manage our group-wide liquidity on a consolidated basis based on the tests and analyses conducted at the subsidiary level. Liquidity risk management measures at the subsidiary level include the following:

*Domestic banking subsidiaries* Our major domestic banking subsidiaries, BTMU and MUTB, set liquidity and funding limits designed to maintain their respective requirements for funding from market sources below pre-determined levels for certain periods (e.g., one-day, two-week and one-month). The major domestic banking subsidiaries also monitor the balance of buffer assets they respectively hold, including Japanese government bonds and U.S. Treasury bonds, which can be used for cash funding even in periods of stress. In addition, the major domestic banking subsidiaries regularly perform liquidity stress testing designed to evaluate the impact of systemic market stress conditions and institution-specific stress events, including credit rating downgrades, on their liquidity positions;

*Foreign banking subsidiaries* Our major foreign banking subsidiaries, MUAH and Krungsri, monitors various liquidity metrics, including total available liquidity, the net non-core funding dependence ratio, and minimum liquidity assets, as a tool to maintain a sufficient amount of liquidity and diversity of funding sources to allow the major foreign banking subsidiaries to meet expected obligations in both stable and adverse conditions. In addition, the major foreign banking subsidiaries regularly conduct stress testing, which incorporates both bank-specific and systemic market scenarios that would adversely affect its liquidity position, to facilitate the identification of appropriate remedial measures to help ensure that it maintains adequate liquidity in adverse conditions;

*Securities subsidiaries* Our securities subsidiaries implement liquidity and funding limits designed to maintain their requirements for funding from market sources below pre-determined levels for specified periods. In addition, the securities subsidiaries regularly conduct analyses designed to assess the period for which they can continue to meet their respective liquidity requirements by selling or pledging assets they respectively hold under scenarios where they are unable to access any additional sources of financing in the market; and

*Non-bank subsidiaries* Our non-bank subsidiaries, including Mitsubishi UFJ NICOS, regularly conduct cash flow analyses designed to assess their ability to generate sufficient liquidity for specified periods, considering the cash and cash equivalents as well as deposits they respectively hold, and their respective operating income and expenses under scenarios where they are no longer able to obtain funding from markets through issuance of commercial paper, bonds or other instruments. The non-bank subsidiaries also conduct analyses to ensure sufficient liquidity and funding are available from our bank subsidiaries and other financial institutions outside of our group of companies.

We collect and evaluate the results of the stress tests individually performed by our major subsidiaries to ensure our ability to meet our liquidity requirements on a consolidated basis in stress scenarios.

We manage our funding sources by setting limits on, or targets for, our holdings of buffer assets, primarily Japanese government bonds. As of March 31, 2017, we held ¥25.83 trillion of Japanese government bonds and government agency bonds as available-for-sale securities. We also regard deposits with the Bank of Japan as buffer assets. Our commercial banking subsidiaries manage their funding sources through liquidity-supplying products such as commitment lines. In addition, our commercial banking subsidiaries manage their funding sources through a liquidity gap, or the excess of cash inflows over cash outflows.

In December 2014, Moody's downgraded the long-term credit ratings of BTMU and MUTB by one-notch from Aa3 to A1, the long-term credit rating of MUSHD by one-notch from A2 to A3, and the short-term credit rating of MUSHD by one-notch from P-1 to P-2. These downgrades followed the downgrade of the rating assigned to the Government of Japan from Aa3 to A1. In November 2015, Standard and Poor's changed the credit rating outlook for MUFG, BTMU and MUTB from stable to negative, following S&P's revision of its



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view on the economic risk trend in Japan's banking sector from stable to negative. In addition, in June 2016, Fitch changed the credit rating outlook of MUFG, BTMU and MUTB from stable to negative, following Fitch's change in the credit rating outlook for the Government of Japan from stable to negative. Although these credit rating and outlook changes have not resulted, and are not currently expected to result, in a material adverse impact on us, a further downgrade of the credit ratings assigned to us or our major subsidiaries could result in higher funding costs and other adverse consequences. See Item 3.D. Key Information Risk Factors Risks Related to Our Business A downgrade of our credit ratings could adversely affect our ability to access and maintain liquidity.

*Liquidity Requirements for Banking Institutions in Japan*

Starting in June 2015, banks and bank holding companies in Japan are required to disclose their LCRs calculated in accordance with the methodology prescribed in the FSA guidance that has been adopted to implement the relevant Basel III standard. A minimum LCR of 80% is required in the calendar year 2017, and the required minimum ratio is expected to be raised annually by 10 percentage points to 100% by the calendar year 2019. See Item 4.B. Information on the Company Business Overview Supervision and Regulation Japan Liquidity Coverage Ratio.

**Total Equity**

The following table presents a summary of our total equity as of March 31, 2016 and 2017:

	March 31, 2016	March 31, 2017
	(in billions, except percentages)	
Capital stock	¥ 2,090.3	¥2,090.3
Capital surplus	5,958.9	5,956.6
Retained earnings	4,219.9	4,171.2
Retained earnings appropriated for legal reserve	239.6	239.6
Unappropriated retained earnings	3,980.3	3,931.6
Net unrealized gains on investment securities, net of taxes	1,995.3	2,032.8
Accumulated other comprehensive income, net of taxes, other than net unrealized gains on investment securities	305.9	248.6
Treasury stock, at cost	(299.7)	(514.0)
<b>Total Mitsubishi UFJ Financial Group shareholders' equity</b>	<b>¥ 14,270.6</b>	<b>¥13,985.5</b>
Noncontrolling interests	577.7	779.2
<b>Total equity</b>	<b>¥ 14,848.3</b>	<b>¥14,764.7</b>
Ratio of total equity to total assets	5.08%	4.97%

Mitsubishi UFJ Financial Group shareholders' equity decreased ¥285.1 billion to ¥13,985.5 billion as of March 31, 2017 from ¥14,270.6 billion as of March 31, 2016.

Capital surplus decreased ¥2.3 billion to ¥5,956.6 billion as of March 31, 2017 from ¥5,958.9 billion as of March 31, 2016. This decrease was mainly due to our acquisition of shares of certain subsidiaries from non-controlling interests.



Retained earnings decreased ¥48.7 billion to ¥4,171.2 billion as of March 31, 2017 from ¥4,219.9 billion as of March 31, 2016, reflecting the lower net income of our banking and securities subsidiaries for the fiscal year ended March 31, 2017. We decided to pay our year-end dividend of ¥9 per share of common stock for the six months ended March 31, 2017, resulting in an annual dividend of ¥18 per share of common stock for the fiscal year ended March 31, 2017.

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Net unrealized gains on investment securities, net of taxes, increased ¥37.5 billion to ¥2,032.8 billion as of March 31, 2017 from ¥1,995.3 billion as of March 31, 2016. The increase was mainly due to higher in equity prices as of March 31, 2017 compared to March 31, 2016.

Accumulated other comprehensive income, net of taxes, other than net unrealized gains on investment securities decreased ¥57.3 billion to ¥248.6 billion as of March 31, 2017 from ¥305.9 billion as of March 31, 2016. The decrease was mainly due to ¥137.3 billion of negative net change in the balance of foreign currency translation adjustments, reflecting the appreciation of the Japanese yen against the U.S. dollar and other major currencies.

Treasury stock increased ¥214.3 billion to ¥514.0 billion as of March 31, 2017 from ¥299.7 billion as of March 31, 2016, mostly as a result of repurchases made under our stock repurchase programs. See Recent Developments Implementation of Share Repurchase Programs.

As a result of the foregoing, total equity decreased ¥83.6 billion to ¥14,764.7 billion as of March 31, 2017 from ¥14,848.3 billion as of March 31, 2016. The ratio of total equity to total assets decreased 0.11 percentage points to 4.97% as of March 31, 2017 from 5.08% as of March 31, 2016.

Due to our holdings of a large amount of marketable equity securities and the volatility of the equity markets in Japan, changes in the fair value of marketable equity securities, which are classified as available-for-sale investment securities, have significantly affected our total equity in recent years. The following table presents information relating to the accumulated net unrealized gains, net of taxes, in respect of available-for-sale investment securities as of March 31, 2016 and 2017:

	March 31, 2016	March 31, 2017
	(in billions, except percentages)	
Accumulated net unrealized gains on investment securities	¥ 1,995.3	¥ 2,032.8
Accumulated net unrealized gains to total equity	13.44%	13.77%

**Capital Adequacy**

We are subject to various regulatory capital requirements promulgated by the regulatory authorities of the countries in which we operate. Failure to meet minimum capital requirements can result in mandatory actions being taken by regulators that could have a direct material effect on our consolidated financial statements. Moreover, if our capital ratios are perceived to be low, our counterparties may avoid entering into transactions with us, which in turn could negatively affect our business and operations. For further information, see Item 3.D. Key Information Risk Factors Risks Related to Our Business We may not be able to maintain our capital ratios above minimum required levels, which could result in the suspension of some or all of our operations.

We continually monitor our risk-adjusted capital ratio and leverage ratio closely, and manage our operations in consideration of the capital requirements. These ratios are affected not only by fluctuations in the value of our assets, including our credit risk assets such as loans and equity securities, the risk weights of which depend on the borrowers' or issuers' internal ratings, marketable securities and deferred tax assets, but also by fluctuations in the value of the Japanese yen against the U.S. dollar and other foreign currencies and by general price levels of Japanese equity securities.

*Capital Requirements for Banking Institutions in Japan*

Under Japanese regulatory capital requirements, our consolidated capital components, including Common Equity Tier 1, Tier 1, and Tier 2 capital and risk-weighted assets, are calculated based on our consolidated financial statements prepared under Japanese GAAP. Each of the consolidated and stand-alone capital components and risk-weighted assets of our banking subsidiaries in Japan is also calculated based on consolidated and non-consolidated financial statements prepared under Japanese GAAP.

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Certain Basel III provisions were adopted by the FSA with transitional measures and became effective March 31, 2013. Various Basel III measures are being phased in from the calendar year 2013, including those designed to raise the level of minimum capital requirements and to establish an internationally harmonized leverage ratio and a global minimum liquidity standard.

Effective March 31, 2016, the FSA's capital conservation buffer, global systemically important bank, or G-SIB, surcharge, and countercyclical buffer requirements became applicable to Japanese banking institutions with international operations conducted through foreign offices. The requirements are currently being phased in and, as of March 31, 2017, we are required to maintain a capital conservation buffer of 1.25% and a G-SIB surcharge of 0.75% in addition to the 4.50% minimum Common Equity Tier 1 capital ratio. As of the same date, no countercyclical buffer is applicable to us. When fully implemented on March 31, 2019, we will be required to maintain a capital conservation buffer of 2.5%, a G-SIB surcharge of 1.5%, and a countercyclical buffer of up to 2.5%, assuming we will be in Bucket 2 of the G-SIB list. See Item 4.B. Information on the Company Business Overview Supervision and Regulation Japan Capital adequacy.

We have been granted approval by the FSA to exclude the majority of our investment in Morgan Stanley from being subject to double gearing adjustments. The approval was granted for a 10-year period, but the approval amount will be phased out by 20% each year starting from March 31, 2019. As of March 31, 2017, a full application of double gearing adjustments with respect to our investment in Morgan Stanley would have reduced our Common Equity Tier 1 capital ratio by approximately 0.8%.

### ***Leverage Requirements for Banking Institutions in Japan***

We are required to disclose our consolidated leverage ratio calculated in accordance with the methodology prescribed in the FSA guidance that has been adopted to implement the relevant Basel III standard. The leverage ratio is designed for monitoring and preventing the build-up of excessive leverage in the banking sector and is expressed as the ratio of Tier 1 capital to total balance sheet assets adjusted in accordance with the FSA guidance. The details of the leverage ratio requirements are currently under discussion by global standard-setting organizations, including the Group of Central Bank Governors and Heads of Supervision and the Basel Committee of Banking Supervision. The final leverage ratio requirements, including the currently expected minimum leverage ratio of 3% and any additional requirements for G-SIBs, are expected to be implemented in the calendar year 2018. See Item 4.B. Information on the Company Business Overview Supervision and Regulation Japan Capital adequacy.

**Table of Contents****Capital Ratios and Leverage Ratios of MUFG**

The table below presents our consolidated total capital components, risk-weighted assets, risk-adjusted capital ratios and leverage ratios in accordance with Basel III as of March 31, 2016 and 2017. Underlying figures are calculated in accordance with Japanese banking regulations based on information derived from our consolidated financial statements prepared in accordance with Japanese GAAP, as required by the FSA. The figures in the table below are rounded down. For further information, see Note 22 to our consolidated financial statements included elsewhere in this Annual Report.

	As of March 31, 2016	Minimum capital ratios required <sup>(1)</sup> (in billions, except percentages)	As of March 31, 2017	Minimum capital ratios required <sup>(1)</sup>
<b>Capital components:</b>				
Common Equity Tier 1	¥ 13,039.8		¥ 13,413.8	
Additional Tier 1	1,799.4		1,818.6	
Tier 1 capital	14,839.2		15,232.4	
Tier 2 capital	3,102.5		2,843.6	
Total capital	¥ 17,941.8		¥ 18,076.1	
Risk-weighted assets	¥ 112,064.3		¥ 113,986.3	
<b>Capital ratios:</b>				
Common Equity Tier 1 capital	11.63%	5.50%	11.76%	6.50%
Tier 1 capital	13.24	7.00	13.36	8.00
Total capital	16.01	9.00	15.85	10.00
Leverage ratio	4.79		4.81	

Note:

- (1) Effective March 31, 2016, the FSA's capital conservation buffer, G-SIB surcharge and countercyclical buffer requirements became applicable to Japanese banking institutions with international operations conducted through foreign offices. As of March 31, 2016, the minimum capital ratios required included a capital conservation buffer of 0.625% and a G-SIB surcharge of 0.375%. As of the same date, no countercyclical buffer was required. As of March 31, 2017, the minimum capital ratios required included a capital conservation buffer of 1.25% and a G-SIB surcharge of 0.75%. As of the same date, no countercyclical buffer was required.

Management believes that, as of March 31, 2017, we were in compliance with all capital adequacy requirements to which we were subject.

Our Common Equity Tier 1 capital ratio as of March 31, 2017 was higher compared to the ratio as of March 31, 2016 due to an increase in our Common Equity Tier 1 capital, more than offsetting the impact of higher risk-weighted assets. The increase in our Common Equity Tier 1 capital was mainly due to an increase in retained earnings and an increase in the amount of other comprehensive income used for the calculation of capital. The higher risk-weighted assets mainly reflected an increase in credit risk caused by the higher loan balance and the higher stock values.

**Table of Contents****Capital Ratios and Leverage Ratios of Major Banking Subsidiaries in Japan**

The table below presents the risk-adjusted capital ratios and leverage ratios of BTMU and MUTB in accordance with Basel III as of March 31, 2016 and 2017. Underlying figures are calculated in accordance with Japanese banking regulations based on information derived from each bank's consolidated and non-consolidated financial statements prepared in accordance with Japanese GAAP, as required by the FSA. The figures in the table below are rounded down. For further information, see Note 22 to our consolidated financial statements included elsewhere in this Annual Report.

	As of March 31, 2016	Minimum capital ratios required	As of March 31, 2017	Minimum capital ratios required
<b>Consolidated:</b>				
<b>BTMU</b>				
Common Equity Tier 1 capital ratio	11.08%	4.50%	11.14%	4.50%
Tier 1 capital ratio	12.71	6.00	12.70	6.00
Total capital ratio	15.66	8.00	15.28	8.00
Leverage ratio	4.79		4.73	
<b>MUTB</b>				
Common Equity Tier 1 capital ratio	16.01	4.50	15.87	4.50
Tier 1 capital ratio	16.82	6.00	16.94	6.00
Total capital ratio	19.97	8.00	19.80	8.00
Leverage ratio	4.28		4.52	
<b>Stand-alone:</b>				
<b>BTMU</b>				
Common Equity Tier 1 capital ratio	12.30	4.50	12.04	4.50
Tier 1 capital ratio	14.25	6.00	13.88	6.00
Total capital ratio	17.51	8.00	16.70	8.00
<b>MUTB</b>				
Common Equity Tier 1 capital ratio	16.58	4.50	16.35	4.50
Tier 1 capital ratio	17.45	6.00	17.45	6.00
Total capital ratio	21.08	8.00	20.48	8.00

Management believes that, as of March 31, 2017, our banking subsidiaries were in compliance with all capital adequacy requirements to which they were subject.

**Liquidity Coverage Ratios of MUFG and Major Banking Subsidiaries in Japan**

The following table presents the LCRs of MUFG, BTMU and MUTB in accordance with Basel III as adopted by the FSA for the three months ended March 31, 2016 and 2017. The figures underlying the ratio were calculated in accordance with Japanese banking regulations. The percentages in the table below are rounded down. The minimum ratios required during the period from January 1 to December 31, 2016 and 2017 were 70% and 80%, respectively.

	Three months ended March 31,	
	2016 <sup>(1,3)</sup>	2017 <sup>(2,3)</sup>
MUFG (consolidated)	130.0%	137.9%
BTMU (consolidated)	133.9	149.3

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BTMU (stand-alone)	144.2	160.4
MUTB (consolidated)	119.4	115.6
MUTB (stand-alone)	135.9	129.5

### Notes:

- (1) Each of the ratios is calculated as the monthly average balance of High-Quality Liquid Assets as of the end of January, February and March 2016 divided by the monthly average amount of net cash outflows for the same three months.

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- (2) Each of the ratios is calculated as the average balance of High-Quality Liquid Assets on the business days between January 3, 2017 and March 31 2017 divided by the average amount of net cash outflows for the same sixty one business days.
- (3) The LCR was calculated as an average based on monthly values in accordance with the transitional measure under the Japanese banking regulations until December 31, 2016. Starting on January 1, 2017, the LCR is to be calculated as an average based on daily values in accordance with the Japanese banking regulations.

See B. Liquidity and Capital Resources Sources of Funding and Liquidity.

**Capital Requirements for Banking Institutions in the United States**

In the United States, MUAH and MUB are subject to various regulatory capital requirements administered by the U.S. Federal banking agencies. Failure to meet the applicable minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a material effect on MUAH's consolidated financial statements.

For a more detailed discussion of the applicable capital requirements, see Item 4.B. Information on the Company Business Overview Supervision and Regulation United States. See also Note 22 to our consolidated financial statements included elsewhere in this Annual Report.

In addition, as foreign banking organizations that have U.S. branches and agencies and also as entities that are controlled by MUFG, BTMU and MUTB are subject to the FRB's requirements.

**Capital Ratios of Banking Subsidiaries in the United States**

The table below presents the risk-adjusted capital ratios of MUAH and MUB, both subsidiaries of BTMU, calculated in accordance with applicable U.S. banking regulations as of December 31, 2015 and 2016:

	As of December 31, 2015	Minimum capital ratios required as of December 31, 2015	As of December 31, 2016	Minimum capital ratios required as of December 31, 2016 <sup>(1)</sup>	Ratio OCC requires to be well capitalized as of December 2016
<b>MUAH:</b>					
Tier I capital (to risk-weighted assets)	13.64%	6.000%	14.77%	6.625%	
Tier I capital (to quarterly average assets) <sup>(2)</sup>	11.40	4.000	9.92	4.000	
Total capital (to risk-weighted assets)	15.56	8.000	16.45	8.625	
Common Equity Tier I Capital (to risk-weighted assets)	13.63	4.500	14.77	5.125	
<b>MUB:</b>					
Tier I capital (to risk-weighted assets)	13.18%	6.000%	14.61%	6.625%	8.0%



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Tier I capital (to quarterly average assets) <sup>(2)</sup>	11.03	4.000	11.46	4.000	5.0
Total capital (to risk-weighted assets)	14.91	8.000	16.29	8.625	10.0
Common Equity Tier I Capital (to risk-weighted assets)	13.18	4.500	14.61	5.125	6.5

Notes:

- (1) Beginning January 1, 2016, the minimum capital requirement includes a capital conservation buffer of 0.625%.
- (2) Excludes certain deductions.

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Management believes that, as of December 31, 2016, MUAH and MUB were in compliance with all capital adequacy requirements to which they were subject.

As of December 31, 2015 and 2016, the OCC categorized MUB as well-capitalized. To be categorized as well-capitalized, MUB must maintain minimum ratios of Total and Tier I capital to risk-weighted assets and of Tier I capital to quarterly average assets (leverage ratio) as set forth in the table. There have been no conditions or events since December 31, 2016 that would cause management to believe that MUB's category has changed.

For further information, see Note 22 to our consolidated financial statements included elsewhere in this Annual Report.

### ***Capital Requirements for Securities Firms in Japan and Overseas***

We have securities subsidiaries in Japan and overseas, which are also subject to regulatory capital requirements. In Japan, the Financial Instruments and Exchange Act of Japan and related ordinances require financial instruments firms to maintain a minimum capital ratio of 120% calculated as a percentage of capital accounts less certain fixed assets, as determined in accordance with Japanese GAAP, against amounts equivalent to market, counterparty credit and operations risks. Specific guidelines are issued as a ministerial ordinance which details the definition of essential components of the capital ratios, including capital, deductible fixed asset items and risks, and related measures. Failure to maintain a minimum capital ratio will trigger mandatory regulatory actions. A capital ratio of less than 140% will call for additional regulatory reporting, a capital ratio of less than 120% may result in an order to change the method of business, and a capital ratio of less than 100% may lead to a suspension of all or part of the business for a period of time and cancellation of a registration. Overseas securities subsidiaries are subject to the relevant regulatory capital requirements of the countries or jurisdictions in which they operate.

### ***Capital Ratio of MUMSS***

As of March 31, 2017, MUMSS capital accounts less certain fixed assets of ¥426.1 billion on a stand-alone basis represented 323.0% of the total amounts equivalent to market, counterparty credit and operations risks. As of the same date, MUMSS capital accounts less certain fixed assets of ¥451.2 billion on a consolidated basis represented 324.7% of the total amounts equivalent to market, counterparty credit and operations risks. As of March 31, 2016, MUMSS capital accounts less certain fixed assets of ¥416.1 billion on a stand-alone basis represented 278.1% of the total amounts equivalent to market, counterparty credit and operations risks. As of the same date, MUMSS capital accounts less certain fixed assets of ¥441.1 billion on a consolidated basis represented 279.3% of the total amounts equivalent to market, counterparty credit and operations risks. These figures are calculated in accordance with Japanese GAAP, pursuant to the Financial Instruments and Exchange Act of Japan.

For further information, see Note 22 to our consolidated financial statements included elsewhere in this Annual Report.

**Table of Contents****Non-exchange Traded Contracts Accounted for at Fair Value**

The use of non-exchange traded or over-the-counter contracts provides us with the ability to adapt to the varied requirements of a wide customer base while mitigating market risks. Non-exchange traded contracts are accounted for at fair value, which is generally based on pricing models or quoted prices for instruments with similar characteristics. Gains or losses on non-exchange traded contracts are included in Trading account profits (losses) net in our consolidated statements of income included elsewhere in this Annual Report. The following table summarizes the changes in the fair value of non-exchange traded contracts for the fiscal years ended March 31, 2016 and 2017:

	Fiscal years ended March 31,	
	2016	2017
	(in millions)	
Net fair value of contracts outstanding at beginning of fiscal year	¥ 1,573	¥ 4,790
Changes attributable to contracts realized or otherwise settled during the fiscal year	4,578	920
Fair value of new contracts entered into during the fiscal year		
Other changes in fair value, principally revaluation at end of fiscal year	(1,361)	(1,337)
Net fair value of contracts outstanding at end of fiscal year	¥ 4,790	¥ 4,373

The following table summarizes the maturities of non-exchange traded contracts as of March 31, 2017:

	Net fair value of contracts unrealized gains	
	Prices provided by other external sources	Prices based on models and other valuation methods
	(in millions)	
Maturity less than 1 year	¥ 1,506	¥ 92
Maturity less than 3 years	2,364	410
Maturity less than 5 years	8	1
Maturity 5 years or more		(8)
Total fair value	¥ 3,878	¥ 495

**C. Research and Development, Patents and Licenses, etc.**

Not applicable.

**D. Trend Information**

See the discussions in Business Environment, Recent Developments, A. Operating Results and B. Liquidity and Capital Resources.

**Table of Contents****E. Off-Balance Sheet Arrangements**

In the normal course of business, we engage in several types of off-balance sheet arrangements to meet the financing needs of customers, including various types of guarantees, credit commitments and commercial letters of credit. The following table summarizes these commitments as of March 31, 2017:

	Amount of commitment by expiration period			Total
	1 year or less	1-5 years	Over 5 years	
	(in billions)			
<b>Guarantees:</b>				
Standby letters of credit and financial guarantees	¥ 2,494	¥ 926	¥ 355	¥ 3,775
Performance guarantees	2,037	836	95	2,968
Derivative instruments	16,590	20,717	6,942	44,249
Liabilities of trust accounts	6,568	668	2,325	9,561
Others		1	4	5
<b>Total guarantees</b>	<b>27,689</b>	<b>23,148</b>	<b>9,721</b>	<b>60,558</b>
<b>Other off-balance sheet instruments:</b>				
Commitments to extend credit	55,913	26,061	2,360	84,334
Commercial letters of credit	811	389	14	1,214
Commitments to make investments	9	57	69	135
Others	1	5	7	13
<b>Total other off-balance sheet instruments</b>	<b>¥56,734</b>	<b>¥26,512</b>	<b>¥2,450</b>	<b>¥85,696</b>

See Note 25 to our consolidated financial statements included elsewhere in this Annual Report for a description of the nature of our guarantees and other off-balance sheet instruments.

The contractual amounts of these guarantees and other off-balance sheet instruments represent the amounts at risk if the contracts were to be fully drawn upon as a result of a subsequent default by our customer and a decline in the value of the underlying collateral. Since many of these commitments expire without being drawn upon, the total contractual or notional amounts of these commitments do not necessarily represent our future cash requirements. As of March 31, 2017, approximately 58% of these commitments have an expiration date within one year, 34% have an expiration date from one year to five years, and 8% have an expiration date after five years. Risks relating to off-balance sheet instruments are monitored and managed as a part of our risk management system as set forth in Item 11. Quantitative and Qualitative Disclosures about Credit, Market and Other Risk. We evaluate off-balance sheet arrangements in the manner described in Note 1 to our consolidated financial statements included elsewhere in this Annual Report.

The fees generated specifically from off-balance sheet arrangements are not a dominant source of our overall fees and commissions.

Some of our off-balance sheet arrangements are related to activities of special purpose entities, most of which are VIEs. For further information, see Note 26 to our consolidated financial statements included elsewhere in this Annual Report.



**Table of Contents****F. Tabular Disclosure of Contractual Obligations**

The following table shows a summary of our contractual obligations outstanding as of March 31, 2017:

	Payments due by period				Total
	Less than 1 year	1-3 years	3-5 years (in billions)	Over 5 years	
Contractual obligations:					
Time deposit obligations	¥ 57,956	¥ 9,083	¥ 1,823	¥ 872	¥ 69,734
Estimated interest expense on time deposit obligations <sup>(1)</sup>	117	17	4	0	138
Long-term debt obligations	2,621	6,393	11,726	7,000	27,740
Capital lease obligations	4	6	3	4	17
Operating lease obligations	94	139	115	336	684
Purchase obligations	41	41	65	33	180
Total <sup>(2)(3)</sup>	¥ 60,833	¥ 15,679	¥ 13,736	¥ 8,245	¥ 98,493

Notes:

- (1) Contractual obligations related to estimated interest expense on time deposit obligations are calculated by applying the March 31, 2017 weighted-average interest rate on outstanding time deposits.
- (2) The total amount of expected future pension payments is not included in the above table or the total amount of commitments outstanding as of March 31, 2017. We expect to contribute approximately ¥90.5 billion for pension and other benefits for our employees for the fiscal year ending March 31, 2018. For further information, see Note 13 to our consolidated financial statements included elsewhere in this Annual Report.
- (3) The above table does not include unrecognized tax benefits and interest and penalties related to income tax associated with the guidance on accounting for uncertainty in income taxes as we cannot estimate reasonably the timing of cash settlement of the liabilities for unrecognized tax benefits. The total amount of the liabilities for unrecognized tax benefits is ¥7.9 billion as of March 31, 2017. Among the liabilities for unrecognized tax benefits, it is reasonably possible that the unrecognized tax benefits will decrease by an amount not exceeding ¥1.0 billion during the next twelve months. For further information, see Note 7 to our consolidated financial statements included elsewhere in this Annual Report.

Purchase obligations include any legally binding contractual obligations that require us to spend more than ¥100 million annually under the contract. Purchase obligations in the table primarily include commitments to make investments into corporate recovery or private equity investment funds.

**G. Safe Harbor**

See the discussion under Forward-Looking Statements.

**Table of Contents****Item 6. Directors, Senior Management and Employees.****A. Directors and Senior Management****Directors**

The following table sets forth the members of our board of directors as of June 29, 2017, together with their respective dates of birth, positions and experience:

<b>Name</b>	<b>Position in MUFG</b>	<b>Business Experience</b>	
<b>(Date of Birth)</b> Hiroshi Kawakami (May 3, 1949)	Director	April 1972	Joined Toyota Motor Corporation Managing Officer of TOYOTA MOTOR CORPORATION (TOYOTA) Senior Managing Director of TOYOTA Vice President of Toyota Tsusho Corporation President & CEO of Central Japan International Airport Co., Ltd. Senior Advisor of Central Japan International Airport Co., Ltd. Outside director of MUFG (incumbent) Outside director of AT-Group Co., Ltd (incumbent) Advisor of Central Japan International Airport Co., Ltd. (incumbent)
		June 2003	
	(Outside Director)	June 2007	
		June 2008	
		June 2009	
		June 2015	
		June 2016	
June 2017			
Yuko Kawamoto (May 31, 1958)	Director	April 1982	Joined The Bank of Tokyo, Ltd. Resigned from The Bank of Tokyo, Ltd. Joined McKinsey & Company, Inc. Senior Expert of McKinsey & Company, Inc., Tokyo office Resigned from McKinsey & Company, Inc. Professor at Waseda Graduate School of Finance, Accounting and Law (current Business and Finance) (incumbent) Outside director of Osaka Exchange, Inc. (current Japan Exchange Group, Inc.) Outside Audit & Supervisory Board member of Tokio Marine Holdings, Inc. (incumbent) Outside director of Japan Exchange Group, Inc. Director of MUFG Retired from outside director of Japan Exchange Group, Inc. Outside director of MUFG (incumbent)
		April 1986	
	(Outside Director)	September 1988	
		July 2001	
		March 2004	
		April 2004	
		June 2004	
		June 2006	
Haruka Matsuyama (August 22, 1967)	Director	April 1995	Assistant Judge, Tokyo District Court Registered as an attorney at law, member of the Daini Tokyo Bar Association Joined Hibiya Park Law Offices Partner of Hibiya Park Law Offices (incumbent) Outside Corporate Auditor of Vitec Co., Ltd.
		July 2000	
	(Outside Director)	January 2002	
		June 2012	
		June 2016	

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Name			
(Date of Birth)	Position in MUFG		Business Experience
		June 2013	Outside director of T&D Holdings, Inc. (incumbent)
		June 2014	External Audit & Supervisory Board member of MITSUI & CO., LTD. (incumbent)
			Outside director of MUFG (incumbent)
		June 2015	Outside director of Vitec Co., Ltd. (current VITEC HOLDINGS CO., LTD.) (incumbent)
Toby S. Myerson (July 20, 1949)	Director	September 1977	Registered as an attorney at law, admitted in States of California and New York in the United States
	(Outside Director)	October 1981	Joined Paul, Weiss, Rifkind, Wharton & Garrison LLP
		June 1983	Partner of Paul, Weiss, Rifkind, Wharton & Garrison LLP
		April 1989	Managing Director of Wesserstein Perella & Co. Inc
		November 1990	Partner of Paul, Weiss, Rifkind, Wharton & Garrison LLP
		June 2014	Outside director of MUFG Union Bank, N.A. (MUB) (incumbent)
		December 2016	Retired from Paul, Weiss, Rifkind, Wharton & Garrison LLP
		January 2017	Chairman & CEO of Longsight Strategic Advisors LLC (incumbent)
		February 2017	Outside director of MUFG Americas Holdings Corporation (MUAH) (incumbent)
		June 2017	Outside director of MUFG (incumbent)
Tsutomu Okuda (October 14, 1939)	Director	April 1964	Joined The Daimaru, Inc.
	(Outside Director)	September 1991	Managing Director of Daimaru Australia Pty. Ltd.
		May 1995	Director of The Daimaru, Inc.
		May 1996	Managing Director of The Daimaru, Inc.
		March 1997	President of The Daimaru, Inc.
		May 2003	Chairman & CEO of The Daimaru, Inc.
		September 2007	Chairman of The Daimaru, Inc.
		March 2010	President & CEO of J. Front Retailing Co., Ltd.
		April 2013	Chairman & CEO of J. Front Retailing Co., Ltd.
		May 2014	Director and Senior Advisor of J. Front Retailing Co., Ltd.
June 2014	Senior Advisor of J. Front Retailing Co., Ltd. (incumbent)		
		June 2014	Outside director of MUFG (incumbent)



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Name			
(Date of Birth)	Position in MUFG		Business Experience
Yukihiro Sato (March 12, 1947)	Director	April 1969	Joined Mitsubishi Electric Corporation
	(Outside Director)	June 2001	Director and General Manager, Corporate Accounting Division of Mitsubishi Electric Corporation
		April 2003	Managing Director and General Manager, Corporate Accounting Division of Mitsubishi Electric Corporation
		June 2003	Director, Senior Executive Officer and General Manager, Corporate Accounting Division of Mitsubishi Electric Corporation
		April 2005	Director and Senior Vice President of Mitsubishi Electric Corporation
		April 2007	Director, Representative Executive Officer and Executive Vice President of Mitsubishi Electric Corporation
		April 2009	Director of Mitsubishi Electric Corporation
		June 2009	Senior Corporate Advisor of Mitsubishi Electric Corporation
		June 2013	Special Adviser of Mitsubishi Electric Corporation
		June 2014	Outside Corporate Auditor of MUFG
July 2014	Adviser of Mitsubishi Electric Corporation (incumbent)		
June 2015	Outside director of MUFG (incumbent)		
Tarisa Watanagase (November 30, 1949)	Director	June 1975	Joined the Bank of Thailand
	(Outside Director)	January 1988	Economist, International Monetary Fund (on secondment)
		October 2002	Deputy Governor of the Bank of Thailand
		November 2006	Governor of the Bank of Thailand
		September 2010	Retired from the Bank of Thailand
		March 2013	Outside director of the Siam Cement Public Company Limited (incumbent)
June 2017	Outside director of MUFG (incumbent)		
Akira Yamate (November 23, 1952)	Director	November 1977	Joined Price, Waterhouse & Co. Japan
	(Outside Director)	March 1983	Registered as Certified Public Accountant in Japan
		July 1991	Representative Partner of Aoyama Audit Corporation
		April 2000	Partner of Price Waterhouse
		September 2006	Representative Partner of Chuo Aoyama Audit Corporation
			Partner of PricewaterhouseCoopers
			Representative Partner of PricewaterhouseCoopers Aarata

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Name			
(Date of Birth)	Position in MUFG		Business Experience
		June 2013	Resigned from PricewaterhouseCoopers Aarata External Audit & Supervisory Board member of Nomura Real Estate Holdings, Inc.
		June 2015	External Audit & Supervisory Board member of Nomura Real Estate Development, Co., Ltd. Retired from External Audit & Supervisory Board member of Nomura Real Estate Development, Co., Ltd. Outside director of MUFG (incumbent) External director of Nomura Real Estate Holdings, Inc. (incumbent) External member of Board of Statutory Auditors, Prudential Holdings of Japan, Inc. (incumbent)
Takehiko Shimamoto (November 15, 1959)	Director	April 1982 April 2008 May 2012 June 2012 June 2015	Joined The Mitsubishi Bank, Limited Executive Officer of BTMU Executive Officer of MUFG Managing Executive Officer of BTMU Managing Officer of MUFG Managing Director of BTMU Corporate Auditor of MUMSS  Corporate Auditor of MUSHD  Director of MUFG (incumbent)
Junichi Okamoto (November 9, 1957)	Director	April 1980 June 2008 June 2010 June 2012 June 2013 June 2015 June 2016 June 2017	Joined The Toyo Trust and Banking Company, Limited Executive Officer of MUTB Managing Executive Officer of MUTB Executive Officer of MUFG Senior Managing Executive Officer of MUTB Deputy President of MUTB Director of MUFG Senior Managing Executive Officer of MUFG Director, Deputy President, and Executive Officer of MUTB Director of MUFG (incumbent)
Kiyoshi Sono (April 18, 1953)	Director  Chairman  (Representative Corporate Executive Officer)	April 1976 May 2004 January 2006 May 2006 May 2010 May 2012 June 2012 May 2014	Joined The Sanwa Bank, Limited Executive Officer of UFJ Bank Limited Executive Officer of BTMU Managing Executive Officer of BTMU Senior Managing Executive Officer of BTMU Managing Officer of MUFG Deputy President of BTMU Deputy Chairman of BTMU (incumbent)

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Name	Position in MUFG	(Date of Birth)	Business Experience	
		June 2014	Chairman of MUFG	
		June 2015	Director of Mitsubishi UFJ NICOS (incumbent) Director, Chairman of MUFG (incumbent)	
Takashi Nagaoka (March 3, 1954)	Director	April 1976	Joined The Mitsubishi Bank, Limited	
		June 2003	Executive Officer of The Bank of Tokyo-Mitsubishi, Ltd. (BTM)	
	Deputy Chairman	January 2006	Executive Officer of BTMU	
		May 2006	Managing Executive Officer of BTMU	
	(Representative Corporate Executive Officer)	April 2008	Managing Officer of MUFG	
		June 2008	Managing Director of BTMU	
		May 2010	Senior Managing Executive Officer of BTMU	
		June 2011	Deputy President of BTMU	
		June 2014	Advisor of MUSHD Advisor of MUMSS	
		June 2015	President & CEO of MUMSS (incumbent) President & CEO of MUSHD (incumbent) Director of MUFG Director, Deputy Chairman of MUFG (incumbent)	
Mikio Ikegaya (July 6, 1958)	Director	April 1981	Joined The Mitsubishi Trust and Banking Corporation (MTB)	
		June 2008	Executive Officer of MUTB Executive Officer of MUFG	
	Deputy Chairman	June 2011	Managing Director of MUTB Managing Officer of MUFG	
	(Representative Corporate Executive Officer)	June 2012	Managing Executive Officer of MUTB Executive Officer of MUFG	
		June 2013	Senior Managing Executive Officer of MUTB	
		June 2015	Senior Managing Director of MUTB Managing Officer of MUFG	
		April 2016	President & CEO of MUTB (incumbent) Deputy Chairman of MUFG	
		June 2016	Director, Deputy Chairman of MUFG (incumbent)	
	Kanetsugu Mike (November 4, 1956)	Director	April 1979	Joined The Mitsubishi Bank, Limited
			June 2005	Executive Officer of BTM Executive Officer of Mitsubishi Tokyo Financial Group, Inc. (MTFG)
Deputy Chairman		May 2009	Managing Executive Officer of BTMU	
(Representative Corporate Executive Officer)		May 2011	Managing Officer of MUFG	
		June 2011	Managing Director of BTMU	
		May 2013	Senior Managing Executive Officer of BTMU	
		October 2015	Executive Chairman of MUAH Executive Chairman of MUB	

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Name			
(Date of Birth)	Position in MUFG		Business Experience
		May 2016	Deputy President and Executive Officer of BTMU Senior Managing Executive Officer of MUFG
		June 2016	Deputy President of BTMU
		June 2017	President & CEO of BTMU (incumbent) Deputy Chairman of MUFG Director, Deputy Chairman of MUFG (incumbent)
Nobuyuki Hirano (October 23, 1951)	Director	April 1974	Joined The Mitsubishi Bank, Limited
		June 2001	Executive Officer of BTM
	President & Group CEO	July 2004	Executive Officer of MTFG
		May 2005	Managing Executive Officer of BTM
	(Representative Corporate Executive Officer)	June 2005	Managing Director of BTM
			Director of MTFG
		October 2005	Director of MUFG
		January 2006	Managing Director of BTMU
		October 2008	Senior Managing Director of BTMU
		June 2009	Deputy President of BTMU Managing Officer of MUFG
		June 2010	Director of MUFG
		October 2010	Deputy President of MUFG
		April 2012	President of BTMU Director of MUFG
		April 2013	President & CEO of MUFG
June 2015	Director, President & Group CEO of MUFG (incumbent)		
November 2015	Director of Morgan Stanley (incumbent)		
April 2016	Chairman of BTMU (incumbent)		
Tadashi Kuroda (June 7, 1958)	Director	April 1981	Joined The Sanwa Bank, Limited
		April 2008	Executive Officer of BTMU
	Senior Managing Executive Officer	June 2011	Senior Managing Executive Officer of Mitsubishi UFJ Research and Consulting Co., Ltd. (MURC) Director and Senior Managing Executive Officer of MURC
			Managing Executive Officer of BTMU
	(Group CSO & Group Chief Human Resources Officer, or Group CHRO)	May 2013	
		May 2014	Managing Officer of MUFG
		June 2014	Director of MUTB (incumbent) Managing Director of MUFG
		May 2015	Senior Managing Director of MUFG
		June 2015	Senior Managing Director of BTMU (incumbent) Director, Senior Managing Executive Officer of MUFG (incumbent)

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Name		Position in MUFG		Business Experience	
<b>(Date of Birth)</b> Muneaki Tokunari (March 6, 1960)	Director	April 1982	June 2009	Joined MTB	Executive Officer of MUTB
	Senior Managing Executive Officer	June 2011	April 2012	Executive Officer of MUFG	Managing Executive Officer of MUTB
(Group CFO)		June 2012	June 2013	Managing Director of MUTB	Director of MUFG
		June 2014	June 2015	Senior Managing Director of MUTB	Managing Officer of MUFG
		June 2015	May 2016	Managing Director of BTMU	Managing Director of MUFG
				Director, Managing Executive Officer of MUFG	Senior Managing Director of BTMU (incumbent)
				Director, Senior Managing Executive Officer of MUFG (incumbent)	
Masamichi Yasuda (August 22, 1960)	Director	April 1983	June 2009	Joined The Bank of Tokyo, Ltd	Executive Officer of BTMU, seconded to Union Bank
	Senior Managing Executive Officer	May 2011	May 2014	Executive Officer of MUFG	Managing Executive Officer of BTMU
(Group CRO)		May 2015	June 2015	Managing Officer of MUFG	Managing Director of BTMU
			May 2017	Managing Director of BTMU	Director of MUSHD (incumbent)
				Director, Managing Executive Officer of MUFG	Senior Managing Director of BTMU (incumbent)
				Director, Senior Managing Executive Officer of MUFG (incumbent)	

**Corporate Executive Officers**

The following table sets forth our corporate executive officers as of June 29, 2017, together with their respective dates of birth, positions and experience:

Name		Position in MUFG		Business Experience	
<b>(Date of Birth)</b> Kiyoshi Sono (April 18, 1953)	See Directors under this Item 6.A.	See Directors under this Item 6.A.	See Directors under this Item 6.A.	See Directors under this Item 6.A.	See Directors under this Item 6.A.
Takashi Nagaoka (March 3, 1954)	See Directors under this Item 6.A.	See Directors under this Item 6.A.	See Directors under this Item 6.A.	See Directors under this Item 6.A.	See Directors under this Item 6.A.
Mikio Ikegaya (July 6, 1958)	See Directors under this Item 6.A.	See Directors under this Item 6.A.	See Directors under this Item 6.A.	See Directors under this Item 6.A.	See Directors under this Item 6.A.
Kanetsugu Mike (November 4, 1956)	See Directors under this Item 6.A.	See Directors under this Item 6.A.	See Directors under this Item 6.A.	See Directors under this Item 6.A.	See Directors under this Item 6.A.
Nobuyuki Hirano (October 23, 1951)	See Directors under this Item 6.A.	See Directors under this Item 6.A.	See Directors under this Item 6.A.	See Directors under this Item 6.A.	See Directors under this Item 6.A.
Tadashi Kuroda (June 7, 1958)	See Directors under this Item 6.A.	See Directors under this Item 6.A.	See Directors under this Item 6.A.	See Directors under this Item 6.A.	See Directors under this Item 6.A.



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Name			
(Date of Birth)	Position in MUFG		Business Experience
Saburo Araki (August 6, 1957)	Senior Managing Executive Officer	April 1981	Joined The Mitsubishi Bank, Limited
		June 2007	Executive Officer of BTMU
	(Group Head, Corporate Banking Business Group)	May 2009	Executive Officer of MUFG
		May 2011	Managing Executive Officer of BTMU
		June 2012	Managing Officer of MUFG
			Managing Director of BTMU
		June 2014	Director of MUFG
		May 2015	Managing Officer of MUFG
		June 2015	Senior Managing Director of BTMU
May 2016	Senior Managing Executive Officer of MUFG (incumbent)		
June 2016	Deputy President of BTMU (incumbent)		
Muneaki Tokunari (March 6, 1960)	See Directors under this Item 6.A.	See Directors under this Item 6.A.	
Eiichi Yoshikawa (July 14, 1956)	Senior Managing Executive Officer	April 1981	Joined The Bank of Tokyo, Ltd.
		June 2007	Executive Officer of BTMU
	(Group Head, Global Business Group)	May 2012	Managing Executive Officer of BTMU
		May 2014	Managing Officer of MUFG
		May 2015	Senior Managing Executive Officer of BTMU
		May 2016	Senior Managing Executive Officer of MUFG (incumbent)
		June 2016	Senior Managing Director of BTMU
May 2017	Deputy President of BTMU (incumbent)		
Shigeru Asai (June 8, 1960)	Senior Managing Executive Officer	April 1983	Joined The Sanwa Bank, Limited
		June 2009	Executive Officer of BTMU
	(Group Head, Global Markets Business Group)	May 2013	Executive Officer of MUFG
		April 2014	Managing Executive Officer of BTMU
		May 2014	Advisor of MUMSS
		June 2017	Senior Executive Officer of MUSHD (incumbent)
Akira Hamamoto (May 19, 1960)	Senior Managing Executive Officer	April 1983	Joined The Tokai Bank, Ltd
		June 2010	Executive Officer of MUFG
	(Group CCO & Group CLO)	May 2011	Executive Officer of BTMU
		May 2013	Managing Executive Officer of BTMU
		May 2015	Managing Officer of MUFG
		June 2015	Managing Director of BTMU
		May 2017	Managing Executive Officer of MUFG
	Senior Managing Director of BTMU (incumbent)		
	Senior Managing Executive Officer of MUFG (incumbent)		

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<b>Name</b>	<b>Position in MUFG</b>	<b>Business Experience</b>
<b>(Date of Birth)</b> Masamichi Yasuda (August 22, 1960)	See Directors under this Item 6.A.	See Directors under this Item 6.A.
Atsushi Murakami (May 9, 1961)	Managing Executive Officer  (Group Head, Retail Banking Business Group)	April 1984 June 2010  May 2014 May 2016 June 2016
Shigeru Yoshifuji (June 29, 1962)	Managing Executive Officer  (Group Chief Audit Officer, or CAO)  General Manager, Internal Audit Division	April 1987 May 2010  May 2012  June 2012  May 2016
Hironori Kamezawa (November 18, 1961)	Managing Executive Officer  (Group Chief Information Officer, or CIO & Group Chief Digital Transformation Officer, or CDTO)	April 1986 June 2010  May 2014 July 2014 May 2017 June 2017
Sunao Yokokawa (December 10, 1963)	Managing Executive Officer  (Group Head, Trust Assets Business Group)	April 1986 June 2012 May 2014 June 2015 June 2017
		Joined The Sanwa Bank, Limited Executive Officer of BTMU Executive Officer of MUFG Managing Executive Officer of BTMU Managing Executive Officer of MUFG (incumbent) Managing Director of BTMU (incumbent)
		Joined The Mitsubishi Bank, Limited General Manager, Credit Portfolio Management Division of BTMU General Manager, Corporate Risk Management Division of BTMU General Manager, Corporate Risk Management Division of MUFG Executive Officer of BTMU Executive Officer of MUFG Managing Executive Officer of MUFG (incumbent)
		Joined The Mitsubishi Bank, Limited Executive Officer of BTMU Executive Officer of MUFG Managing Executive Officer of BTMU Managing Officer of MUFG Deputy CEO of Americas at MUB Managing Executive Officer of MUFG (incumbent) Managing Director of BTMU (incumbent)
		Joined MTB Executive Officer of MUTB Executive Officer of MUFG Managing Executive Officer of MUTB Director and Managing Executive Officer of MUTB (incumbent) Managing Executive Officer of MUFG (incumbent)

The board of directors and corporate executive officers may be contacted through our headquarters at Mitsubishi UFJ Financial Group, Inc., 7-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo 100-8330, Japan.

No family relationship exists among any of our directors or corporate executive officers.



**Table of Contents****B. Compensation**

The aggregate amount of compensation paid, including benefits in kind granted and any contingent and deferred compensation, by MUFG and its subsidiaries during the fiscal year ended March 31, 2017 to our directors (excluding outside directors), to corporate executive officers and to outside directors, was ¥325 million, ¥1,644 million and ¥125 million, respectively.

The compensation paid by MUFG and its subsidiaries during the fiscal year ended March 31, 2017 to our directors and corporate executive officers consisted of annual base salaries, performance-based stock compensation, stock acquisition rights, bonuses and other benefits. MUFG's compensation committee determines the compensation paid to our directors and corporate executive officers.

The following table sets forth details of the aggregate compensation paid by MUFG and its subsidiaries during the fiscal year ended March 31, 2017 to our directors (excluding outside directors) and corporate executive officers:

Number of Directors and  Corporate Executive Officers <sup>(1)</sup>	Non-Adjustable Compensation				Adjustable Compensation			
	Aggregate Compensation	Annual Base Salary	Performance- based Stock Compensation	Stock Acquisition Rights (in millions)	Cash Bonuses	Performance- based Stock Compensation	Retirement Allowances <sup>(2)</sup>	Other
25	¥ 1,970	¥ 1,237	¥ 249	¥ 50	¥ 307	¥ 127		¥ 0

Notes:

- (1) Includes the current directors and corporate executive officers as well as those who retired during the fiscal year ended March 31, 2017 but excludes the outside directors.
- (2) Represents the aggregate amount of retirement allowances paid in cash during the fiscal year ended March 31, 2017, pursuant to a one-time shareholders approval in June 2007 for the retirement allowances to be paid to the directors and corporate auditors who were elected prior to that date at the time of their retirement. A reserve in the total amount of such retirement allowances was set aside as of September 30, 2007. For more information, see Retirement Allowances below.

The following table sets forth the details of individual compensation paid, including benefits in kind granted but excluding retirement allowances paid, by MUFG and its subsidiaries in an amount equal to or exceeding ¥100 million during the fiscal year ended March 31, 2017:

Directors	Aggregate amount	Paid by	Compensation paid				
			Annual Base Salary	Performance- based Stock Compensation	Stock Acquisition Rights	Bonus	
Kiyoshi Sono	¥ 137	MUFG	¥ 48	¥ 14	¥ 2	¥ 15	
		BTMU	33	13	2	10	
Mikio Ikegaya	¥ 137	MUFG	¥ 35	¥ 11	¥ 1	¥ 11	
		MUTB	35	32	1	11	
Nobuyuki Hirano	¥ 144	MUFG	¥ 50	¥ 16	¥ 3	¥ 15	
		BTMU	33	15	2	10	

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Saburo Araki	¥ 110	MUFG	¥ 38	¥	11	¥	2	¥ 10
		BTMU	25		16		1	7
Kanetsugu Mike	¥ 133	MUFG	¥ 32					¥ 4
		BTMU	27					3
		MUB	59					8
Muneaki Tokunari	¥ 103	MUFG	¥ 32	¥	10	¥	1	¥ 9
		BTMU	22		22		1	6
Takashi Oyamada	¥ 164	MUFG	¥ 25	¥	8	¥	2	¥ 8
		BTMU	58		43		2	18

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### *Annual Base Salary*

Annual base salaries were paid to our directors (including outside directors) and corporate executive officers in the form of monthly cash installment payments. The aggregate annual base salary paid to our directors (excluding outside directors) and corporate executive officers for the fiscal year ended March 31, 2017 was ¥1,237 million. The aggregate annual base salary paid to our outside directors for the same period was ¥125 million.

### *Performance-based Stock Compensation Plans*

Under our performance-based stock compensation plans, qualified directors (excluding outside directors and directors serving as audit committee members), corporate executive officers and others of MUFG and its major domestic subsidiaries are assigned, on a monthly basis, (1) points based on their job responsibilities, or non-adjustable points, and (2) additional points based on their job responsibilities which are adjusted at the end of each fiscal year and at the end of each plan period to reflect the extent to which a financial performance target determined by the compensation committee is attained, or adjustable points. Each plan period corresponds to the period covered by the three-year medium-term business plan of MUFG. Each accumulated point represents a right to receive one share of MUFG common stock from a trust established in Japan to administer the plan grants as determined by the compensation committee.

The right to receive shares of MUFG common stock in exchange for non-adjustable points becomes vested and nonforfeitable, and the shares are delivered, upon the grantee's departure from his or her job responsibilities as a director or officer. The right to receive shares of MUFG common stock in exchange for adjustable points becomes vested and nonforfeitable, and the shares are delivered, at the end of each plan period. The vesting in either case is subject to conditions imposed by the compensation committee, including non-engagement in misconduct. A portion of the shares subject to a grantee's vested right may be delivered in cash.

The grantees are entitled to dividend equivalent credits on their granted but unvested rights under the plan when MUFG pays dividends to its shareholders. The credit is equal to the dividends that the grantees would have received on the shares had the shares been issued to the grantees in exchange for their granted but unvested rights under the plan, less expenses relating to the administration of the plan. Accumulated dividend equivalents are paid to grantees at the time of the delivery of the shares.

The shares to be delivered to grantees are purchased on the open market by the trustee of the trust pursuant to a trust agreement among MUFG, the trustee and the independent caretaker of the trust. Each plan is funded in cash up to a maximum aggregate amount determined by our compensation committee, which is currently ¥25.4 billion.

The initial performance-based stock compensation plan commenced on July 1, 2016. The plan is tied to MUFG's current medium-term business plan for the three-year period ending March 31, 2018. The plan was funded with ¥9.8 billion in cash, and 18,785,400 shares of MUFG common stock were purchased by the trustee of the trust for the plan in May 2016. The plan was adopted after our compensation committee decided in May 2016 to cease to provide any additional stock acquisition rights under our previous stock-based compensation structure and to introduce the performance-based stock compensation plan.

The second performance-based stock compensation plan commenced on December 1, 2016. The plan was funded with 8.8 billion in cash, and an aggregate of 13,004,300 shares of MUFG common stock were purchased by the trustee of the trust for the plan in November 2016 and May

2017. The plan was adopted to replace the outstanding stock acquisition rights under our previous stock-based compensation structure. Upon the adoption of the plan, the stock acquisition rights that had been allotted to grantees but remained unexercised under the then-outstanding stock-based compensation plans were exchanged for points under the performance-based stock compensation plan, and the rights to receive shares of MUFG common stock represented by these points were vested.

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For more information on the Performance-based Stock Compensation Plans, see Note 33 to our consolidated financial statements included elsewhere in this Annual Report. See also Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

### *Stock-based Compensation Plans*

We have issued stock acquisition rights to further motivate our directors (excluding outside directors) and certain of our officers to contribute to the improvement of our stock prices and profits. The number of stock acquisition rights granted to each director and officer was determined by comprehensively taking into account each grantee's seniority of the position held at MUFG or its subsidiaries, experience and contribution to our performance throughout the period of the grantee's service. On June 27, 2013, our shareholders approved modifications to the previous shareholder authorization for granting stock acquisition rights to our directors, corporate auditors and certain of our officers so that no outside directors or corporate auditors (including outside corporate auditors) would be eligible for any stock-based compensation plan adopted by the board of directors on or after that date.

In June 2015, our previous governance framework with the board of directors and a separate board of corporate auditors was replaced with our current governance framework with the board of directors and board committees. Under our previous governance framework, the maximum aggregate amount of each type of compensation for our directors and corporate auditors was approved at a general meeting of our shareholders. The amount and allocation of compensation for each director were then proposed to, and voted upon by, the board of directors. The amount and allocation of compensation for each corporate auditor were determined through discussions and agreement among the corporate auditors. The nomination and compensation committee deliberated and made proposals to the board of directors regarding matters relating to, among other things, the compensation of our directors. For information regarding our governance framework, see C. Board Practices.

As part of our compensation structure, on June 28, 2007, our shareholders approved the creation of a stock-based compensation plan for our directors, corporate auditors and certain of our officers. On November 21, 2007, the board of directors adopted a plan entitled First Series of Stock Acquisition Rights of Mitsubishi UFJ Financial Group, Inc. for our directors, corporate auditors and certain of our officers. Under the stock-based compensation plan, on December 6, 2007, we allotted an aggregate of 3,224 stock acquisition rights to our directors and an aggregate of 493 stock acquisition rights to our corporate auditors for their respective services to MUFG and its subsidiaries. Each stock acquisition right represents a right to purchase 100 shares of MUFG common stock at ¥1 per share of common stock. The stock acquisition rights were subject to a one-year vesting period. The rights are exercisable until December 5, 2037, but only after the date on which a grantee's service as a director and an officer or as a corporate auditor of each of MUFG and the relevant subsidiaries terminates. The fair value of each stock acquisition right was ¥103,200.

As part of our compensation structure, on June 27, 2008, the board of directors adopted another stock-based compensation plan entitled Second Series of Stock Acquisition Rights of Mitsubishi UFJ Financial Group, Inc. for our directors, corporate auditors and certain of our officers. Under the stock-based compensation plan, on July 15, 2008, we allotted an aggregate of 4,690 stock acquisition rights to our directors and an aggregate of 495 stock acquisition rights to our corporate auditors for their respective services to MUFG and its subsidiaries. Each stock acquisition right represents a right to purchase 100 shares of MUFG common stock at ¥1 per share of common stock. The stock acquisition rights were subject to a one-year vesting period. The rights are exercisable until July 14, 2038, but only after the date on which a grantee's service as a director and an officer or as a corporate auditor of each of MUFG and the relevant subsidiaries terminates. The fair value of each stock acquisition right was ¥92,300.

As part of our compensation structure, on June 26, 2009, the board of directors adopted another stock-based compensation plan entitled Third Series of Stock Acquisition Rights of Mitsubishi UFJ Financial Group, Inc.



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for our directors, corporate auditors and certain of our officers. Under the stock-based compensation plan, on July 14, 2009, we allotted an aggregate of 6,466 stock acquisition rights to our directors and an aggregate of 872 stock acquisition rights to our corporate auditors for their respective services to MUFG and its subsidiaries. Each stock acquisition right represents a right to purchase 100 shares of MUFG common stock at ¥1 per share of common stock. The stock acquisition rights were subject to a one-year vesting period. The rights are exercisable until July 13, 2039, but only after the date on which a grantee's service as a director and an officer or as a corporate auditor of each of MUFG and the relevant subsidiaries terminates. The fair value of each stock acquisition right was ¥48,700.

As part of our compensation structure, on June 29, 2010, the board of directors adopted another stock-based compensation plan entitled Fourth Series of Stock Acquisition Rights of Mitsubishi UFJ Financial Group, Inc. for our directors, corporate auditors and certain of our officers. Under the stock-based compensation plan, on July 16, 2010, we allotted an aggregate of 8,014 stock acquisition rights to our directors and an aggregate of 1,149 stock acquisition rights to our corporate auditors for their respective services to MUFG and its subsidiaries. Each stock acquisition right represents a right to purchase 100 shares of MUFG common stock at ¥1 per share of common stock. The stock acquisition rights are subject to a one-year vesting period. The rights are exercisable until July 15, 2040, but only after the date on which a grantee's service as a director and an officer or as a corporate auditor of each of MUFG and the relevant subsidiaries terminates. The fair value of each stock acquisition right was ¥36,600.

As part of our compensation structure, on June 29, 2011, the board of directors adopted another stock-based compensation plan entitled Fifth Series of Stock Acquisition Rights of Mitsubishi UFJ Financial Group, Inc. for our directors, corporate auditors and certain of our officers. Under the stock-based compensation plan, on July 20, 2011, we allotted an aggregate of 7,740 stock acquisition rights to our directors and an aggregate of 1,160 stock acquisition rights to our corporate auditors for their respective services to MUFG and its subsidiaries. Each stock acquisition right represents a right to purchase 100 shares of MUFG common stock at ¥1 per share of common stock. The stock acquisition rights are subject to a one-year vesting period. The rights are exercisable until July 19, 2041, but only after the date on which a grantee's service as a director and an officer or as a corporate auditor of each of MUFG and the relevant subsidiaries terminates. The fair value of each stock acquisition right was ¥33,700.

As part of our compensation structure, on June 28, 2012, the board of directors adopted another stock-based compensation plan entitled Sixth Series of Stock Acquisition Rights of Mitsubishi UFJ Financial Group, Inc. for our directors, corporate auditors and certain of our officers. Under the stock-based compensation plan, on July 18, 2012, we allotted an aggregate of 10,002 stock acquisition rights to our directors and an aggregate of 1,161 stock acquisition rights to our corporate auditors for their respective services to MUFG and its subsidiaries. Each stock acquisition right represents a right to purchase 100 shares of MUFG common stock at ¥1 per share of common stock. The stock acquisition rights are subject to a one-year vesting period. The rights are exercisable until July 17, 2042, but only after the date on which a grantee's service as a director and an officer or as a corporate auditor of each of MUFG and the relevant subsidiaries terminates. The fair value of each stock acquisition right was ¥33,100.

As part of our compensation structure, on June 27, 2013, the board of directors adopted a stock-based compensation plan entitled Seventh Series of Stock Acquisition Rights of Mitsubishi UFJ Financial Group, Inc. for our directors (excluding outside directors) and certain of our officers. Under the stock-based compensation plan, on July 17, 2013, we allotted an aggregate of 4,103 stock acquisition rights to our directors (excluding outside directors) for their respective services to MUFG and its subsidiaries. Each stock acquisition right represents a right to purchase 100 shares of MUFG common stock at ¥1 per share of common stock. The stock acquisition rights are subject to a one-year vesting period. The rights are exercisable until July 16, 2043, but only after the date on which a grantee's service as a director and an officer of each of MUFG and the relevant subsidiaries terminates. The fair value of each stock acquisition right was ¥61,100.

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As part of our compensation structure, on June 27, 2014, the board of directors adopted a stock-based compensation plan entitled Eighth Series of Stock Acquisition Rights of Mitsubishi UFJ Financial Group, Inc. for our directors (excluding outside directors) and certain of our officers. Under the stock-based compensation plan, on July 15, 2014, we allotted an aggregate of 3,315 stock acquisition rights to our directors (excluding outside directors) for their respective services to MUFG and its subsidiaries. Each stock acquisition right represents a right to purchase 100 shares of MUFG common stock at ¥1 per share of common stock. The stock acquisition rights are subject to a one-year vesting period. The rights are exercisable until July 14, 2044, but only after the date on which a grantee's service as a director and an officer of each of MUFG and the relevant subsidiaries terminates. The fair value of each stock acquisition right was ¥53,900.

As part of our compensation structure, on June 25, 2015, the board of directors adopted a stock-based compensation plan entitled Ninth Series of Stock Acquisition Rights of Mitsubishi UFJ Financial Group, Inc. for our directors (excluding outside directors) and certain of our officers. Under the stock-based compensation plan, on July 14, 2015, we allotted an aggregate of 3,096 stock acquisition rights to our directors (excluding outside directors) and our corporate executive officers for their respective services to MUFG and its subsidiaries. Each stock acquisition right represents a right to purchase 100 shares of MUFG common stock at ¥1 per share of common stock. The stock acquisition rights are subject to a one-year vesting period. The rights are exercisable until July 13, 2045, but only after the date on which a grantee's service as a director and an officer of each of MUFG and the relevant subsidiaries terminates. The fair value of each stock acquisition right was ¥80,200.

For more information on the Performance-based Stock Compensation Plans, see Note 33 to our consolidated financial statements included elsewhere in this Annual Report.

### *Bonuses*

We from time to time paid cash bonuses to our directors and corporate executive officers to further motivate them to contribute to the improvement of our stock prices and profits if such bonuses were deemed appropriate based on a balanced scorecard approach taking into account the results of operations of the MUFG Group and each director's individual performance of his or her duties as a director in light of both quantitative and qualitative criteria, including our medium-term strategy for improving our corporate value. None of the outside directors is eligible to receive a cash bonus. The compensation committee determines the cash bonus for each director and officer based on our financial results and his or her job performance for the preceding fiscal year as well as his or her seniority and experience. The aggregate cash bonus paid to our directors and corporate executive officers for the fiscal year ended March 31, 2017 was ¥307 million.

### *Retirement Allowances*

Prior to June 28, 2007, in accordance with customary Japanese practice, when a director or corporate auditor retired, a proposal to pay a retirement allowance was submitted at the annual ordinary general meeting of shareholders for approval. The retirement allowance consisted of a one-time payment of a portion of the allowance paid at the time of retirement and periodic payments of the remaining amount for a prescribed number of years. After the shareholders' approval was obtained, the retirement allowance for a director or corporate auditor was fixed by the board of directors or by consultation among the corporate auditors in accordance with our internal regulations and practice and generally reflected the position of the director or corporate auditor at the time of retirement, the length of his service as a director or corporate auditor and his contribution to our performance. Historically, MUFG did not set aside reserves for any retirement payments for directors and corporate auditors made under this practice.

Pursuant to a one-time shareholders' approval in June 2007, retirement allowances are paid in cash to the directors and corporate auditors who were elected prior to that date at the time of their retirement. A reserve in the total amount of such retirement allowances was set aside as of



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September 30, 2007. No retirement allowance was paid in cash by MUFG and its subsidiaries pursuant to the one-time shareholder approval during the fiscal

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year ended March 31, 2017 to our directors (including outside directors) and corporate auditors (including outside corporate auditors) who have retired from their respective positions held at MUFG or, if such directors and corporate auditors concurrently held positions at MUFG's subsidiaries, who have retired from such positions.

### **MUFG Americas Holdings Corporation Stock Bonus Plan**

Upon the integration of the U.S. branch banking operations of BTMU with MUB's operations on July 1, 2014, MUAH assumed the obligations under the BTMU Headquarters for the Americas, or HQA, Stock Bonus Plan described below. Effective June 8, 2015, MUAH amended and restated the BTMU HQA Stock Bonus Plan as the MUFG Americas Holdings Corporation Stock Bonus Plan, or the MUAH Stock Bonus Plan.

Under the MUAH Stock Bonus Plan, qualified key employees of MUAH are granted Restricted Share Units, or RSUs, representing a right to receive American Depositary Receipts, or ADRs, evidencing ADSs, each exchangeable for one share of MUFG common stock, from an independent trust established to administer the plan grants, upon the satisfaction of vesting conditions, to be determined pursuant to the plan as well as a Restricted Share Unit Agreement between MUAH and the grantees.

Unless otherwise provided in the relevant Restricted Share Unit Agreement, RSUs become vested and nonforfeitable as follows: one-third (33 1/3%) of a grantee's RSUs vests on each one year anniversary of the date of the grant such that all of the RSUs become fully vested after three years from the grant date so long as the grantee satisfies the specified continuous service requirements and any other conditions under the applicable plan documents, subject to certain clawback and notice period provisions.

Under the MUAH Stock Bonus Plan, the grantees are entitled to dividend equivalent credits on their granted but unvested RSUs when MUFG pays dividends to its shareholders. The credit is equal to the dividends that the grantees would have received on the shares had the shares been issued to the grantees in exchange for their granted but unvested RSUs. Accumulated dividend equivalents are paid to grantees in whole shares on an annual basis. Any fractional share will be paid to the participants in cash.

Grants made under the MUAH Stock Bonus Plan are not entitled to any dividend rights, voting rights, or other stockholder rights unless and until RSUs are vested and ADSs are delivered to grantees.

The ADSs to be delivered to grantees will be purchased on the open market by the trustee of the independent trust pursuant to a trust agreement between MUAH and the trustee. As of July 10, 2017, 44,051,308 RSUs have been granted under the MUAH Stock Bonus Plan, of which 30,806,644 RSUs were outstanding as of July 10, 2017.

For more information on the MUAH Stock Bonus Plan, see Note 33 to our consolidated financial statements included elsewhere in this Annual Report. See also Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

### **BTMU Headquarters for the Americas Stock Bonus Plan**

As described above, the BTMU HQA Stock Bonus Plan was amended and restated as the MUAH Stock Bonus Plan as of June 8, 2015.

Under the BTMU HQA Stock Bonus Plan, qualified key employees of BTMU HQA were granted RSUs, representing a right to receive ADRs, evidencing ADSs, each exchangeable for one share of MUFG common stock, from an independent trust established to administer the plan grants, upon the satisfaction of vesting conditions. The RSUs vest pro-rata on each anniversary of the grant date and become fully vested three years from the grant date so long as the grantee satisfies the specified continuous service requirements and any other conditions under the plan documents as well as a Restricted Share Unit Agreement between BTMU HQA and the grantees.

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Grants previously made under the BTMU HQA Plan were not entitled to any dividend rights, voting rights, or other stockholder rights unless and until RSUs are vested and ADSs are delivered to grantees.

The ADSs to be delivered to grantees are purchased on the open market by the trustee of the independent trust pursuant to a trust agreement between BTMU HQA and the trustee. Through June 7, 2015, 5,367,466 RSUs were granted under the previous BTMU HQA Plan, of which 18,686 RSUs were outstanding as of July 10, 2017. No further RSUs will be granted under the previous BTMU HQA Stock Bonus Plan.

For more information on the BTMU HQA Stock Bonus Plan, see Note 33 to our consolidated financial statements included elsewhere in this Annual Report. See also Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

## **UNBC Stock Bonus Plan**

Under the UNBC Stock Bonus Plan, selected employees of Union BanCal Corporation, or UNBC, and its subsidiaries were paid some or a portion of annual bonuses in the form of RSUs representing a right to receive ADRs, evidencing ADSs, each exchangeable for one share of MUFG common stock, from an independent trust established to administer the plan grants upon the satisfaction of vesting conditions as determined pursuant to the plan as well as a Restricted Share Unit Agreement between UNBC and the grantees.

Unless otherwise provided in the relevant Restricted Share Unit Agreement, RSUs become vested and nonforfeitable as follows: one-third (33 $\frac{1}{3}$ %) of a grantee's RSUs vests on each one year anniversary of the date of the grant such that all of the RSUs become fully vested after three years from the grant date so long as the grantee remains an employee of UNBC or its subsidiaries.

Under the UNBC Plan, the grantees were not entitled to any dividend rights, voting rights, or other stockholder rights unless and until RSUs are vested and ADSs are delivered to grantees.

The ADSs to be delivered to grantees are purchased on the open market by the trustee of the independent trust pursuant to a trust agreement between UNBC and the trustee. As of July 10, 2017, 26,734,407 RSUs have been granted under the plan, of which no RSUs were outstanding. No further RSUs will be granted under the UNBC Stock Bonus Plan.

For more information on the UNBC Stock Bonus Plan, see Note 33 to our consolidated financial statements included elsewhere in this Annual Report. See also Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

## **Share Ownership**

As of June 29, 2017, our directors and corporate executive officers held the following numbers of shares of our common stock:

<b>Directors</b>	<b>Number of Shares Registered</b>
Takehiko Shimamoto	277,000
Junichi Okamoto	14,700
Hiroshi Kawakami	
Yuko Kawamoto	20,700
Haruka Matsuyama	1,600
Toby Myerson	
Tsutomu Okuda	10,000
Yukihiro Sato	14,500
Tarisa Watanagase	
Akira Yamate	

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<b>Corporate Executive Officers</b>	<b>Number of Shares Registered</b>
Kiyoshi Sono	54,620
Takashi Nagaoka	386,940
Mikio Ikegaya	42,630
Kanetsugu Mike	31,155
Nobuyuki Hirano	40,500
Tadashi Kuroda	94,900
Saburo Araki	32,680
Muneaki Tokunari	236,400
Eiichi Yoshikawa	17,600
Shigeru Asai	174,800
Akira Hamamoto	86,400
Masamichi Yasuda	12,500
Atsushi Murakami	7,600
Shigeru Yoshifuji	100,400
Hironori Kamezawa	11,400
Sunao Yokokawa	6,700

None of the shares of our common stock held by our directors and corporate executive officers have voting rights that are different from shares of our common stock held by any other shareholder.

For information on the performance-based stock compensation and stock-based compensation plans for our directors and corporate executive officers, see [Performance-based Stock Compensation Plans](#) and [Stock-based Compensation Plans](#).

**C. Board Practices**

Our articles of incorporation provide for a board of directors with statutorily mandated nominating and governance committee, audit committee and compensation committee, each consisting of members of the board of directors. We have also elected, though not statutorily mandated under the Companies Act of Japan, to establish a risk committee consisting of directors and outside professionals. In May 2016, we established a U.S. risk committee pursuant to the U.S. enhanced prudential standards for foreign banking organizations. Our corporate executive officers are responsible for executing and managing our business operations based on a delegation of authority by the board of directors, and our directors set our key management policies and oversee the execution of duties by these corporate executive officers.

In June 2015, our shareholders approved an amendment to our articles of incorporation to adopt our current governance framework with a board of directors and board committees. We previously had a governance framework with a board of directors and a board of corporate auditors. The Companies Act permits three types of governance system for large companies such as MUFG: (1) a company with a nominating committee, an audit committee and a compensation committee, (2) a company with a board of corporate auditors, and (3) a company with an audit and supervisory committee. Our previous governance framework was based on the second system, and our newly adopted governance system is based on the first system.

With respect to companies adopting the first system, including MUFG, each of the nominating, audit and compensation committees must consist of members of the board of directors, and the majority of each committee must be outside directors as defined by the Companies Act. In addition, the board of directors must appoint corporate executive officers (*shikkoyaku*) to execute and manage the business operations of the company under the authority delegated by the board of directors. Based on this system, our current governance framework is designed to facilitate more flexible and swifter decision-making and increase transparency in our management processes.



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An outside director is defined by the Companies Act as a person who meets all of the following conditions:

the person is not currently, and has not been in the ten years prior to his or her assumption of office as outside director, an executive director, who is a director concurrently performing an executive role (*gyomu shikko torishimariyaku*), a corporate executive officer, a manager (*shihainin*), or any other type of employee of the company or any of its subsidiaries;

if the person has been a non-executive director, a corporate auditor, or an accounting adviser (*kaikai sanyo*) of the company or any of its subsidiaries within the ten years prior to his or her assumption of office as outside director, the person was not an executive director, a corporate executive officer, a manager or any other type of employee of the company or any of its subsidiary in the ten years prior to his or her assumption of office as such;

the person is not a director, a corporate executive officer, a manager or any other type of employee of the company's parent company, or a person who controls the company;

the person is not an executive director, a corporate executive officer, a manager or any other type of employee of another subsidiary of the company's parent company; and

the person is not the spouse or a family member within the second degree of kinship of a director, a corporate executive officer, a manager, or any other type of important employee of the company or a person who controls the company.

## **Board of Directors**

Our board of directors consists of directors who are elected at a general meeting of shareholders. Under our articles of incorporation, the number of directors may not exceed 20. We currently have 18 directors, eight of whom are outside directors and two of whom are internal non-executive directors.

The regular term of office of a director is one year from the date of election, and directors may serve their terms until the close of the annual general meeting of shareholders held for the following year after their election. Directors may serve any number of consecutive terms.

Under the Companies Act, the board of directors has the authority to determine our basic management policy, make decisions on the execution and management of our business operations, and oversee the execution by the corporate executive officers of their duties. The board of directors may delegate, to the extent permitted by the Companies Act, the authority to make decisions on the execution and management of our business operations. Our board of directors has delegated most of this authority to the corporate executive officers.

The board of directors elects the Chairman and the Deputy Chairman from among its members and appoints key management members based on recommendations submitted to it by the nominating committee.

Under the Companies Act, a resolution of the board of directors is required if any director wishes to engage in any business that is in competition with us or any transaction with us. Additionally, no director may vote on a proposal, arrangement or contract in which that director is deemed to



be particularly interested.

Neither the Companies Act nor our articles of incorporation contain special provisions as to the borrowing power exercisable by a director, the retirement age of our directors, or a requirement of our directors to hold any shares of our capital stock.

Under the Companies Act and our articles of incorporation, we may exempt, by resolution of the board of directors, our directors from liabilities to MUFG arising in connection with their failure to execute their duties in good faith and without gross negligence within the limits stipulated by applicable laws and regulations. In

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addition, we have entered into a liability limitation agreement with each outside director and non-executive director which limits the maximum amount of their liability to MUFG arising in connection with a failure to execute their duties in good faith and without gross negligence to the greater of either ¥10 million or the aggregate sum of the amounts prescribed in Paragraph 1 of Article 425 of the Companies Act and Articles 113 and 114 of the Companies Act Enforcement Regulations.

None of our directors is party to a service contract with MUFG or any of its subsidiaries that provides for benefits upon end of their director term.

## **Nominating Committee**

Our nominating committee, which we call the nominating and governance committee, determines the contents of proposals regarding the election and removal of director candidates to be submitted to general meetings of shareholders. The committee also considers and makes recommendations to the board of directors regarding the appointment and removal of the Chairman and the Deputy Chairman of the board of directors and the President & Group CEO of MUFG as well as the chairman and the deputy chairman of the board of directors, the president and others of each of our major subsidiaries. In addition, the committee discusses and makes recommendations to the board of directors on matters pertaining to our governance policy and framework.

Under the Companies Act, the nominating committee must consist of at least three directors, and the majority of its members must be outside directors. Our nominating and governance committee currently consists of five directors. The chairman of the committee is Tsutomu Okuda, an outside director. The other members of this committee are Hiroshi Kawakami, Yuko Kawamoto and Haruka Matsuyama, who are outside directors, and Nobuyuki Hirano, Director, President & Group CEO. Between April 2016 and March 2017, the nominating and governance committee met 12 times.

## **Audit Committee**

The audit committee determines the contents of proposals pertaining to the election, removal and non-reappointment of our accounting auditor to be submitted to general meetings of shareholders. The committee also monitors and audits the execution by the directors and the corporate executive officers of their duties and prepares audit reports to the board of directors. In order to effectively perform its duties, the committee reviews, inspects and investigates, as necessary, the management of the operations of MUFG and its subsidiaries, including financial reporting and internal controls. In addition, the committee has the power to consent to decisions on the compensation to be paid to our accounting auditor.

Under the Companies Act, the audit committee must consist of at least three non-executive directors, and the majority of its members must be outside directors. Our audit committee currently has five members. The chairman of the committee is Akira Yamate, an outside director. The other members of this committee are Hiroshi Kawakami and Yukihiro Sato, who are outside directors, and Takehiko Shimamoto and Junichi Okamoto, who are non-executive directors. Between April 2016 and March 2017, the audit committee met 16 times.

## **Compensation Committee**

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The compensation committee establishes our policy regarding the determination of the compensation of MUFG's directors, corporate executive officers, executive officers (*shikko yakuin*) and others and also determines the details of individual compensation based on the policy. The committee discusses and makes recommendations to the board of directors regarding the establishment, revision and abolition of compensation systems for the chairman, the deputy chairman, the president and others of each of our major subsidiaries.

Under the Companies Act, the compensation committee must consist of at least three directors, and the majority of its members must be outside directors. Our compensation committee currently consist of five

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directors. The chairman of the committee is Haruka Matsuyama, an outside director. The other members of this committee are Yuko Kawamoto, Tsutomu Okuda and Hiroshi Kawakami, who are outside directors, and Nobuyuki Hirano, Director, President & Group CEO. Between April 2016 and March 2017, the compensation committee met eight times.

## **Risk Committee**

In addition to the foregoing three committees, which are mandated by the Companies Act, we have a risk committee, which was initially established under our previous governance framework and which we continue to have under our current governance framework on a voluntary basis. The risk committee deliberates and makes recommendations to the board of directors on matters regarding group-wide risk management as well as top risk matters including significant compliance issues.

MUFG Corporate Governance Policies provide that the committee shall consist of directors and outside professionals. Outside professionals are professionals with no prior employment relationship with any of the MUFG group companies. The committee currently has five members. The chairperson of the committee is Yuko Kawamoto, an outside director. The other members of this committee are Tsutomu Okuda, an outside director, Tadashi Kuroda, Director, a Senior Managing Executive Officer and Group CSO & Group CHRO, and Akira Ariyoshi and Kenzo Yamamoto, who are outside professionals. Between April 2016 and March 2017, the risk committee met five times.

## **U.S. Risk Committee**

The U.S. risk committee oversees the risk management function for our combined U.S. operations. Its oversight role includes, but is not limited to, all roles and responsibilities required under the FRB's final rules for Enhanced Prudential Standards for foreign banking organizations. The committee monitors liquidity and all other types of risk exposures, reviews the risk management policies and procedures, and oversees compliance with such policies and procedures for our combined U.S. operations. The committee is a subcommittee of the board of directors of MUFG, and reports and makes recommendations to MUFG's board of directors and MUFG's risk committee.

The members of the U.S. risk committee are appointed by MUFG's board of directors after consideration of member candidates reviewed and recommended by MUFG's risk committee and nominating and governance committee. The committee shall consist of members of the MUAH Risk Committee, delegates from MUFG, the Chairman of the MUAH Board and MUAH's CEO, with the chairperson of the committee being an outside director of MUAH. The committee currently has eight members. The chairperson of the committee is Christine Garvey, an outside director of MUAH. The other members of this committee are Dean A. Yoost, Ann F. Jaedicke, Suneel Kamrani and Toby Myerson, who are outside directors of MUAH, Masato Miyachi, the Chairman of the MUAH Board, Masamichi Yasuda, Senior Managing Executive Officer and Group CRO of MUFG, and Stephen Cummings, MUAH's CEO.

## **Corporate Executive Officers**

Our corporate executive officers are responsible for executing and managing our business operations within the scope of the authority delegated to them by the board of directors.

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Under the Companies Act, at least one corporate executive officer must be appointed by a resolution of the board of directors. We currently have 16 corporate executive officers. Under our articles of incorporation, the board of directors shall appoint a president and a deputy president, who, as representative executive officers, may represent us severally. The term of office of each corporate executive officer expires at the conclusion of the first meeting of the board of directors convened after the ordinary general meeting of shareholders for the last fiscal year that ends within one year following the corporate executive officer's assumption of office.

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Under the Companies Act of Japan, a resolution of the board of directors is required if any executive officer wishes to engage in any business that is in competition with us or any transaction with us.

Under the Companies Act and our articles of incorporation, we may exempt, by resolution of the board of directors, our corporate executive officers from liabilities to MUFG arising in connection with their failure to execute their duties in good faith and without gross negligence within the limits stipulated by applicable laws and regulations. We, however, currently have no such arrangements with any of our corporate executive officers.

**D. Employees**

As of March 31, 2017, we had approximately 109,200 employees, an increase of approximately 4,300 employees compared with the number of employees as of March 31, 2016. In addition, as of March 31, 2017, we had approximately 34,200 part-time and temporary employees. The following tables show the percentages of our employees across our different business units and in different locations as of March 31, 2017:

**Business unit****Bank of Tokyo-Mitsubishi UFJ:**

Retail Banking Business Unit	15%
Corporate Banking Business Unit	9
Global Business Unit	45
Global Markets Unit	1
Corporate Services	7
Corporate Center/Independent Divisions	1
<b>Mitsubishi UFJ Trust and Banking Corporation:</b>	
Trust-Banking	4
Trust Assets	4
Real Estate	1
Global Markets	1
Administration and subsidiaries	2
<b>Mitsubishi UFJ Securities Holdings:</b>	
Sales Marketing Business Unit	3
Global Investment Banking Business Unit	0
Global Markets Business Unit	0
International Business Unit	1
Corporate Center and Others	2
<b>Mitsubishi UFJ NICOS:</b>	
Business Marketing Division	1
Credit Risk Management & Risk Assets Administration Division	1
Merchant Business Management Division	0
Operations Division	0
Systems Division	0
Corporate Division	0
<b>Others</b>	<b>2</b>

100%

**Table of Contents****Location****Bank of Tokyo-Mitsubishi UFJ:**

Japan	32%
United States	12
Europe	2
Asia/Oceania excluding Japan	31
Other areas	1

**Mitsubishi UFJ Trust and Banking Corporation:**

Japan	9
United States	1
Europe	1
Asia/Oceania excluding Japan	0

**Mitsubishi UFJ Securities Holdings:**

Japan	6
United States	0
Europe	0
Asia/Oceania excluding Japan	0

**Mitsubishi UFJ NICOS:**

Japan	3
United States	0
Europe	0
Asia/Oceania excluding Japan	0

**Others**

2

100%

Most of our employees are members of an employees union, which negotiates on behalf of employees in relation to remuneration and working conditions. We believe our labor relations to be good.

**E. Share Ownership**

The information required by this item is set forth in B. Compensation.

**Table of Contents****Item 7. Major Shareholders and Related Party Transactions.****A. Major Shareholders****Common Stock**

As of March 31, 2017, we had 749,688 registered shareholders of our common stock. The ten largest holders of our common stock appearing on the register of shareholders as of March 31, 2017, and the number and the percentage of such shares held by each of them, were as follows:

Name	Number of shares held	Percentage of total shares in issue <sup>(3)</sup>
Japan Trustee Services Bank, Ltd. (Trust account) <sup>(1)</sup>	738,930,600	5.21%
The Master Trust Bank of Japan, Ltd. (Trust account) <sup>(1)</sup>	599,404,400	4.23
Japan Trustee Services Bank, Ltd. (Trust account 5) <sup>(1)</sup>	274,765,600	1.93
State Street Bank and Trust Company	258,022,002	1.82
Japan Trustee Services Bank, Ltd. (Trust account 9) <sup>(1)</sup>	217,524,300	1.53
Japan Trustee Services Bank, Ltd. (Trust account 1) <sup>(1)</sup>	203,847,400	1.43
Japan Trustee Services Bank, Ltd. (Trust account 2) <sup>(1)</sup>	201,436,400	1.42
State Street Bank West Client Treaty 505234	193,632,252	1.36
Nippon Life Insurance Company	182,072,553	1.28
The Bank of New York Mellon as Depository Bank for DR Holders <sup>(2)</sup>	181,145,443	1.27
<b>Total</b>	<b>3,050,780,950</b>	<b>21.53%</b>

## Notes:

- (1) Includes the shares held in trust accounts, which do not disclose the names of beneficiaries.  
(2) An owner of record for our ADSs.  
(3) Numbers are truncated after two decimal points.

As of March 31, 2017 1,969,411 shares, representing approximately 0.01% of our outstanding common stock, were held by our directors and corporate auditors. Our major shareholders do not have different voting rights.

As of March 31, 2017, 2,225,707,841 shares, representing 15.70% of our outstanding common stock, were owned by 421 U.S. shareholders of record who are resident in the United States, one of whom is the ADR depository's nominee holding 181,145,443 shares, or 1.27%, of our total issued shares of common stock.

**B. Related Party Transactions**

As of March 31, 2017, we held approximately 23.3% of the voting rights in Morgan Stanley and Series C Preferred Stock with a face value of approximately \$521.4 million and 10% dividend. We also have two representatives appointed to Morgan Stanley's board of directors. We adopted the equity method of accounting for our investment in Morgan Stanley beginning with the fiscal year ended March 31, 2012.



We and Morgan Stanley have two securities joint venture companies, namely, MUMSS and MSMS, in Japan. We hold a 60% economic interest in MUMSS and MSMS, and Morgan Stanley holds a 40% economic interest in MUMSS and MSMS. We hold a 60% voting interest and Morgan Stanley holds a 40% voting interest in MUMSS, and we hold a 49% voting interest and Morgan Stanley holds a 51% voting interest in MSMS.

We and Morgan Stanley continue to pursue a variety of business opportunities in Japan and abroad in accordance with the global strategic alliance. For a detailed discussion of our global alliance with Morgan Stanley, see Item 4.B. Information on the Company Business Overview Global Strategic Alliance with Morgan Stanley.

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We and our banking subsidiaries had, and expect to have in the future, banking transactions and other transactions in the ordinary course of business with our related parties. Although for the fiscal year ended March 31, 2017, such transactions included, but were not limited to, call money, loans, electronic data processing, leases and management of properties, those transactions were immaterial and were made at prevailing market rates, terms and conditions and do not involve more than the normal risk of collectibility or present other unfavorable features.

None of our directors or corporate executive officers, nor any of the close members of their respective families, has had any transactions or has any presently proposed transactions that are material or any transactions that are unusual in their nature or conditions, involving goods, services or tangible or intangible assets, to which we were, are or will be a party.

No loans have been made to our directors or corporate executive officers other than in the normal course of business, on normal commercial terms and conditions, involving the normal risk of collectibility, and presenting normal features. In addition, no loans have been made to our directors or corporate executive officers other than as permitted under Section 13(k) of the U.S. Securities Exchange Act and Rule 13k-1 promulgated thereunder.

No family relationship exists among any of our directors or corporate executive officers. No arrangement or understanding exists between any of our directors or corporate executive officers and any other person pursuant to which any director or corporate executive officer was elected to their position at MUFG.

As part of our compensation structure, we have granted performance-based stock compensation rights and stock acquisition rights to our directors and corporate executive officers. For a detailed discussion of the stock acquisition rights, see Item 6.B. Directors, Senior Management and Employees Compensation.

### **C. Interests of Experts and Counsel**

Not applicable.

## **Item 8. Financial Information.**

### **A. Consolidated Statements and Other Financial Information**

The information required by this item is set forth in our consolidated financial statements starting on page F-1 of this Annual Report and in Selected Statistical Data starting on page A-1 of this Annual Report.

### **Legal Proceedings**

From time to time, we are involved in various litigation matters and other legal proceedings, including regulatory actions. Although the final resolution of any such matters and proceedings could have a material effect on our consolidated operating results for a particular reporting period, based on our current knowledge and consultation with legal counsel, we believe the current litigation matters and other legal proceedings, when ultimately determined, will not materially affect our results of operations or financial position. For more information, see Item 3.D. Key Information Risk Factors Risks Related to Our Business We may become subject to regulatory actions or other legal proceedings relating to our transactions or other aspects of our operations, which could result in significant financial losses, restrictions on our operations and damage to our reputation. and Note 27 to our consolidated financial statements included elsewhere in this Annual Report.

### **Distributions**

Our board of directors submits a recommendation for a year-end dividend for our shareholders approval at the ordinary general meeting of shareholders customarily held in June of each year. The year-end dividend is

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usually distributed immediately following shareholders' approval to holders of record at the end of the preceding fiscal year. In addition to year-end dividends, we may make cash distributions by way of interim dividends to shareholders of record as of September 30 of each year as distribution of surplus by resolution of our board of directors. Year-end dividends in the amount of ¥9 per share of our common stock (in addition to interim dividends of ¥9 per share of our common stock) for the fiscal year ended March 31, 2017 were approved by shareholders at the ordinary general meeting of shareholders held on June 29, 2017.

See Item 10.B. Additional Information – Memorandum and Articles of Association for additional information on our dividends policy.

Under the Japanese foreign exchange regulations currently in effect, dividends paid on shares held by non-residents of Japan may be converted into any foreign currency and repatriated abroad. Under the terms of the deposit agreement pursuant to which ADSs are issued, the depository is required, to the extent that in its judgment it can convert Japanese yen on a reasonable basis into U.S. dollars and transfer the resulting U.S. dollars to the United States, to convert all cash dividends that it receives in respect of deposited shares into U.S. dollars and to distribute the amount received, after deduction of any applicable withholding taxes, to the holders of ADSs. See Item 10.D. Additional Information – Exchange Controls and Item 12.D. Description of Securities Other than Equity Securities – American Depositary Shares.

**B. Significant Changes**

Other than as described in this Annual Report, no significant changes have occurred since the date of our consolidated financial statements included in this Annual Report.

**Item 9. The Offer and Listing.****A. Offer and Listing Details****Market Price Information**

The following table shows, for the periods indicated, the reported intra-day high and low trade prices for shares of our common stock on the Tokyo Stock Exchange, or the TSE, and of the ADSs on the New York Stock Exchange, or the NYSE:

	Price per share on the TSE		Price per ADS on the NYSE	
	High	Low	High	Low
	(yen)		(U.S.\$)	
Fiscal year ended March 31, 2013	592	328	6.10	4.16
Fiscal year ended March 31, 2014	755	515	7.31	5.19
Fiscal year ended March 31, 2015	811	523	6.72	5.13
Fiscal year ended March 31, 2016				
First quarter	936.8	809.8	7.62	6.28
Second quarter	900.0	699.5	7.33	5.97
Third quarter	835.3	576.1	6.83	6.13
Fourth quarter	609.4	446.2	6.24	3.9
Fiscal year ending March 31, 2017				

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First quarter	581.6	448.7	5.29	4.33
Second quarter	575.5	428.7	5.64	4.28
Third quarter	768.1	501.4	6.67	4.87
Fourth quarter	774.1	699.7	6.92	6.23
January	752.9	706.5	6.54	6.23
February	774.0	721.7	6.92	6.38
March	774.1	699.7	6.75	6.32
Fiscal year ending March 31, 2018				
April	721.7	650.2	6.47	5.96
May	739.4	680.8	6.51	6.12
June	755.2	691.3	6.75	6.25

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**B. Plan of Distribution**

Not applicable.

**C. Markets**

The primary market for our common stock is the TSE. Our common stock is also listed on the Nagoya Stock Exchange in Japan. ADSs, each representing one share of common stock, are quoted on the NYSE under the symbol, MTU.

**D. Selling Shareholders**

Not applicable.

**E. Dilution**

Not applicable.

**F. Expenses of the Issue**

Not applicable.

**Item 10. Additional Information.**

**A. Share Capital**

Not applicable.

**B. Memorandum and Articles of Association**

**Our Corporate Purpose**

Article 2 of our Articles of Incorporation provides that our corporate purpose is to carry on the following businesses:

administration of management of banks, trust banks, specialized securities companies, insurance companies or other companies which we may own as our subsidiaries under the Banking Law;

any businesses incidental to the foregoing businesses mentioned in the preceding item; and

any other businesses in which bank holding companies are permitted to engage under the Banking Law in addition to the foregoing businesses mentioned in the preceding two items.

### **Board of Directors**

For discussion of the provisions of our Articles of Incorporation as they apply to our directors, see Item 6.C. Directors, Senior Management and Employees Board Practices.

### **Common Stock**

We summarize below the material provisions of our Articles of Incorporation, our share handling regulations and the Companies Act as they relate to a type of joint stock company known as *kabushiki kaisha*, within which we fall. Because it is a summary, this discussion should be read together with our Articles of Incorporation and share handling regulations, which have been filed as exhibits to this Annual Report.

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### ***General***

A joint stock company is a legal entity incorporated under the Companies Act. The investment and rights of the shareholders of a joint stock company are represented by shares of stock in the company and shareholders' liability is limited to the amount of the subscription for the shares.

As of June 29, 2017, our authorized common share capital was comprised of 33,000,000,000 shares of common stock with no par value.

As of March 31, 2017, a total of 14,168,853,820 shares of common stock (including 380,944,204 shares of common stock held by us and our consolidated subsidiaries as treasury stock) had been issued. Each of the shares issued and outstanding was fully paid and non-assessable.

As of June 29, 2017, we were authorized to issue 800,000,000 shares of preferred stock, including 400,000,000 shares of each of the second to fourth series of class 5 preferred stock (provided the aggregate number of shares authorized to be issued with respect to the four series of class 5 preferred stock does not exceed 400,000,000 shares), 200,000,000 shares of each of the first to fourth series of class 6 preferred stock (provided the aggregate number of shares authorized to be issued with respect to the four series of class 6 preferred stock does not exceed 200,000,000 shares), 200,000,000 shares of each of the first to fourth series of class 7 preferred stock (provided the aggregate number of shares authorized to be issued with respect to the four series of class 7 preferred stock does not exceed 200,000,000 shares).

We may issue shares from our authorized but unissued share capital following a resolution to that effect by our board of directors. An increase in our authorized share capital is only possible by amendment of our Articles of Incorporation, which generally requires shareholders' special approval.

In order to assert shareholder rights against us, a shareholder must have its name and address registered on our register of shareholders, in accordance with the Companies Act and our share handling regulations. The registered holder of deposited shares underlying the ADSs is the depositary for the ADSs, or its nominee. Accordingly, holders of ADSs will not be able to assert shareholder rights other than as provided in the agreement among us, the depositary and the holders of the ADSs.

Under the Act on Book-Entry Transfer of Company Bonds, Shares, etc., the shares of all Japanese companies listed on any Japanese stock exchange, including our shares, are traded without share certificates through entry in the books maintained under a central clearing system.

### ***Dividends***

Dividends are distributed in proportion to the number of shares owned by each shareholder on the record date for the dividend. Dividends for each financial period may be distributed following shareholders' approval at a general meeting of shareholders.

Payment of dividends on common stock is subject to the preferential dividend rights of holders of preferred stock.



Under the Banking Law and our Articles of Incorporation, our financial accounts are closed on March 31 of each year, and dividends, if any, are paid to shareholders of record as of March 31 following shareholders' approval at a general meeting of shareholders. In addition to year-end dividends, our board of directors may by resolution declare an interim cash dividend to shareholders of record as of September 30 of each year. Under the Companies Act, distribution of dividends will take the form of distribution of surplus (as defined below). We will be permitted to make distributions of surplus to our shareholders any number of times per fiscal year pursuant to resolutions of our general meetings of shareholders, subject to certain limitations described below. Distributions

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of surplus are in principle required to be authorized by a resolution of a general meeting of shareholders. Distributions of surplus would, however, be permitted to be made pursuant to a resolution of our board of directors if:

- (a) our Articles of Incorporation so provide (our Articles of Incorporation currently contain no such provisions);
- (b) the normal term of office of our directors is one year; and
- (c) certain conditions concerning our non-consolidated annual financial statements and certain documents for the latest fiscal year as required by an ordinance of the Ministry of Justice are satisfied.

In an exception to the above rule, even if the requirements described in (a) through (c) are not met, we are permitted to make distributions of surplus in cash to our shareholders by resolutions of the board of directors once per fiscal year as mentioned above concerning interim cash dividend.

Under the Companies Act, distributions of surplus may be made in cash or in kind in proportion to the number of shares of common stock held by each shareholder. A resolution of a general meeting of shareholders or our board of directors authorizing a distribution of surplus must specify the kind and aggregate book value of the assets to be distributed, the manner of allocation of such assets to shareholders, and the effective date of the distribution. If a distribution of surplus is to be made in kind, we may, pursuant to a resolution of a general meeting of shareholders or (as the case may be) our board of directors, grant to our shareholders the right to require us to make such distribution in cash instead of in kind. If no such right is granted to shareholders, the relevant distribution of surplus must be approved by a special resolution of a general meeting of shareholders. See B. Memorandum and Articles of Association Common Stock Voting Rights.

Under the Companies Act, we may make distributions of surplus to the extent that the aggregate book value of the assets to be distributed to shareholders does not exceed the distributable amount (as defined below) as of the effective date of such distributions of surplus. The amount of surplus (the surplus) at any given time shall be the amount of our assets and the book value of our treasury stock after subtracting the amounts of items (1) through (5) below as they appear on our non-consolidated balance sheet as of the end of our last fiscal year, and after reflecting the changes in our surplus after the end of our last fiscal year, by adding the amounts of items (6), (7) and (8) below and/or subtracting the amounts of items (9), (10) and (11) below:

- (1) our liabilities;
- (2) our stated capital;
- (3) our additional paid-in capital;
- (4) our accumulated legal reserve;
- (5) other amounts as are set out in an ordinance of the Ministry of Justice;
- (6)

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(if we transferred our treasury stock after the end of the last fiscal year) the transfer price of our treasury stock after subtracting the book value thereof;

- (7) (if we decreased our stated capital after the end of the last fiscal year) the amount of decrease in our stated capital (excluding the amount transferred to additional paid-in capital or legal reserve);
- (8) (if we decreased our additional paid-in capital or legal reserve after the end of the last fiscal year) the amount of decrease in our additional paid-in capital or legal reserve (excluding the amount transferred to stated capital);
- (9) (if we cancelled our treasury stock after the end of the last fiscal year) the book value of the cancelled treasury stock;
- (10) (if we distributed surplus to shareholders after the end of the last fiscal year) the amount of the assets distributed to shareholders by way of such distribution of surplus; and
- (11) other amounts as are set out in an ordinance of the Ministry of Justice.

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A distributable amount (the distributable amount ) at any given time shall be the aggregate amount of (a) the surplus, (b) the amount of profit as recorded for the period after the end of our last fiscal year until the date of an extraordinary settlement of account (if any) as is set out in an ordinance of the Ministry of Justice and (c) the transfer price of our treasury stock in the same period, after subtracting the amounts of the following items:

- (1) the book value of our treasury stock;
- (2) (if we transferred our treasury stock after the end of the last fiscal year) the transfer price of our treasury stock;
- (3) the losses recorded for the period after the end of our last fiscal year until the date of an extraordinary settlement of account (if any) as set out in an ordinance of the Ministry of Justice; and
- (4) other amounts as set out in an ordinance of the Ministry of Justice.

In Japan, the ex-dividend date and the record date for any dividends precede the date of determination of the amount of the dividend to be paid. The market price of shares generally becomes ex-dividend on the third business day prior to the record date. Under our Articles of Incorporation, we are not obligated to pay any dividends which are left unclaimed for a period of five years after the date on which they first became payable.

## ***Capital and Reserves***

Under the Companies Act, we may reduce our additional paid-in capital or legal reserve (without limitation as to the amount of such reduction) as mentioned previously, generally by resolution of a general meeting of shareholders and, if so resolved in the same resolution, may account for the whole or any part of the amount of such reduction as stated capital. We may also reduce our stated capital generally by special resolution of a general meeting of shareholders and, if so resolved in the same resolution, such reduction may account for the whole or any part of the amount of such reduction as additional paid-in capital or legal reserve. Conversely, we may reduce our surplus and increase either (i) stated capital or (ii) additional paid-in capital and/or legal reserve by the same amount, in either case by resolution of a general meeting of shareholders.

## ***Stock Splits***

Stock splits of our outstanding stock may be effected at any time by resolution of the board of directors. When a stock split is to be effected, we may increase the authorized share capital to cover the number of shares to be increased by the stock split by amending our Articles of Incorporation by resolution of the board of directors without approval by special resolution of the general meeting of shareholders, unless more than one class of stock is issued and outstanding. We must give public notice of the stock split, specifying a record date at least two weeks prior to the record date.

We conducted a stock split pursuant to which each of our shares of common and preferred stock were split into 1,000 shares of the respective classes of securities, effective as of September 30, 2007. Our Articles of Incorporation were amended to increase the authorized share capital to cover the number of shares increased by the stock split, which amendment became effective simultaneously with the effectiveness of the stock split.

*Unit Share (tan-gen kabu) System*

We have adopted a unit share system, where 100 shares of either common or preferred stock shall each constitute a unit, as the amendment of our Articles of Incorporation to provide for such system was approved at the shareholders' meetings on June 27 and 28, 2007.

Under the unit share system, each unit is entitled to one voting right. A holder of less than one unit has no voting right. Our Articles of Incorporation provide that the holders of shares constituting less than a full unit will

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not have shareholder rights except for those specified in the Companies Act or an ordinance of the Ministry of Justice, including rights (i) to receive dividends, (ii) to receive cash or other assets in case of consolidation or split of shares, stock-for-stock exchange or stock-for-stock transfer, corporate split or merger or (iii) to be allotted rights to subscribe for free for new shares and stock acquisition rights when such rights are granted to shareholders. Shareholders may require us to purchase shares constituting less than a unit at the current market price. In addition, holders of shares constituting less than a unit may require us to sell them such number of shares, which, when combined with the number of shares already held by such holder, shall constitute a whole unit of share; provided that we will be obliged to comply with such request only when we own a sufficient number of shares to accommodate the desired sale and purchase. The board of directors may reduce the number of shares constituting a unit or cease to use the unit share system by amendments to the Articles of Incorporation without shareholders' approval even though amendments to the Articles of Incorporation generally require a special resolution of the general meeting of shareholders.

### ***General Meeting of Shareholders***

The ordinary general meeting of our shareholders is usually held in June of each year in Tokyo. In addition, we may hold an extraordinary general meeting of shareholders whenever necessary by giving at least two weeks' advance notice to shareholders who are entitled to vote at the relevant general meeting of shareholders. The record date for ordinary general meetings of our shareholders is March 31.

Any shareholder holding at least 300 voting rights or 1% of the total number of voting rights for six consecutive months or longer may propose a matter to be considered at a general meeting of shareholders by submitting a written request to a director at least eight weeks prior to the date of the meeting. The number of minimum voting rights, minimum percentage and time period necessary for exercising the minority shareholder rights described above may be decreased or shortened if our Articles of Incorporation so provide. Our Articles of Incorporation currently contain no such provisions.

### ***Voting Rights***

A holder of shares of our common stock is generally entitled to one voting right for each unit of common stock held. The following shares of common stock are not entitled to voting rights even when such shares constitute a whole unit, and such shares of common stock are not considered when determining whether a quorum exists for a shareholders' meeting:

treasury stock;

shares held by a company in which we and/or our subsidiaries own 25% or more of the total voting rights; and

shares issued after the record date as a result of conversion of convertible stock, exercise of stock acquisition rights, and fractional shareholders becoming a shareholder of a whole unit share.

On the other hand, holders of certain class of preferred stock shall be entitled to a voting right for each unit of preferred stock held under certain conditions provided for by relevant laws or regulations and our Articles of Incorporation, for example, when a proposal to pay the full amount of preferential dividends on any class of preferred stock in compliance with the terms of such preferred stock is not included in the agenda of the relevant shareholders meeting. See Preferred Stock.

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Under our Articles of Incorporation, except as otherwise provided by law or by other provisions of our Articles of Incorporation, a resolution can be adopted at a shareholders meeting by the holders of a majority of the voting rights represented at the meeting. The Companies Act and our Articles of Incorporation require a quorum of not less than one-third of the total number of voting rights for election of our directors and corporate auditors.

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The Companies Act and our Articles of Incorporation provide that a quorum of not less than one-third of outstanding voting rights, excluding those owned by our subsidiaries and affiliates of which we own, directly or indirectly, 25 percent or more, must be present at a shareholders meeting to approve specified corporate actions, such as:

the amendment of our Articles of Incorporation, except in some limited cases;

the repurchase of our own stock from a specific shareholder other than our subsidiary;

the consolidation of shares;

the offering to persons other than shareholders of stock at a specially favorable price, or of stock acquisition rights or bonds or notes with stock acquisition rights with specially favorable conditions;

the removal of a corporate auditor;

the exemption from liability of a director or corporate auditor, with certain exceptions;

a reduction in stated capital with certain exceptions in which a shareholders' resolution is not required;

a distribution of in-kind dividends which meets certain requirements;

the transfer of the whole or an important part of our business, except in some limited circumstances;

the acquisition of the whole business of another company, except in some limited circumstances;

a dissolution, merger or consolidation, except for certain types of mergers;

a stock-for-stock exchange (*kabushiki-kokan*) or stock-for-stock transfer (*kabushiki-iten*), except in some limited circumstances; and

a corporate split, except in some limited circumstances.

A special resolution representing at least two-thirds of the voting rights represented at the meeting is required to approve these actions.

Our Articles of Incorporation do not include any provision that grants shareholders cumulative voting rights at elections of directors or corporate auditors.



***Subscription Rights***

Holders of our shares have no preemptive rights under our Articles of Incorporation. Under the Companies Act, however, our board of directors may determine that shareholders be given subscription rights in connection with a particular issue of new shares. In this case, these subscription rights must be given on uniform terms to all shareholders, and if a specified record date is set, it must be announced in a public notice at least two weeks prior to the record date. A notification to each individual shareholder must also be given at least two weeks prior to the subscription date.

Under the Companies Act, rights to subscribe for new shares may not be transferred; however, we may allot stock acquisition rights to shareholders without consideration, and such rights will be transferable.

***Stock Acquisition Rights***

We may issue stock acquisition rights (*shinkabu yoyakuken*), which in the United States are often in the form of warrants, or bonds with stock acquisition rights that cannot be detached (*shinkabu yoyakuken-tsuki shasai*), which in the United States are often in the form of convertible bonds or bonds with non-detachable warrants. Except where the issuance would be on specially favorable conditions, the issuance of stock acquisition rights or bonds with stock acquisition rights may be authorized by a resolution of our board of

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directors. Upon exercise of the stock acquisition rights, the holder of such rights may acquire shares by paying the applicable exercise price or, if so determined by a resolution of our board of directors, by making a substitute payment, such as having the convertible bonds redeemed for no cash in lieu of the exercise price.

### ***Liquidation Rights***

Upon our liquidation, the assets remaining after payment of all debts, liquidation expenses, taxes and preferred distributions to holders of shares of our preferred stock will be distributed among the holders of shares of our common stock in proportion to the number of shares they own.

### ***Transfer Agent***

MUTB is the transfer agent for our common stock. The office of MUTB for this purpose is located at 4-5, Marunouchi 1-chome, Chiyoda-ku, Tokyo 100-8212, Japan. MUTB maintains our register of shareholders.

### ***Reports to Shareholders***

We furnish to our shareholders notices, in Japanese, of shareholders meetings, annual business reports, including our financial statements, and notices of resolutions adopted at our shareholders meetings.

### ***Record Dates***

As stated above, March 31 is the record date for the payment of annual dividends (if any), the determination of shareholders entitled to vote at ordinary general meetings of our shareholders, and the determination of class shareholders entitled to vote at meetings of our class shareholders if any matter to be resolved at an ordinary general meeting of our shareholders requires a resolution by our class shareholders in addition to a resolution by our shareholders. September 30 is the record date for the payment of interim dividends, if any. In addition, by a resolution of our board of directors and after giving at least two weeks prior public notice, we may at any time set a record date in order to determine the shareholders who are entitled to the rights pertaining to our shares.

### ***Repurchase of Our Shares***

We may repurchase our own shares:

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through the Tokyo Stock Exchange or other stock exchanges on which our shares are listed, if authorized by a resolution of a general meeting of shareholders or our board of directors;

by way of a tender offer, if authorized by a resolution of a general meeting of shareholders or our board of directors;

from a specific party, if authorized by a special resolution of a general meeting of shareholders and we give notice thereof to shareholders prior to such general meeting, in general;

from all shareholders of a specific class of shares offering to sell their shares, if authorized by a resolution of a general meeting of shareholders or our board of directors and we give a public notice or notice thereof to all of the shareholders (if we repurchase any class of preferred stock, notices to all shareholders of the relevant class of preferred stock); or

from our subsidiaries, if authorized by a resolution of the board of directors.

When the repurchase is made by us from a specific party, as authorized by a special resolution of a general meeting of shareholders, any shareholder may make a demand to a director, five days or more prior to the relevant shareholders' meeting, that we also repurchase the shares held by that shareholder. However, no such right will be available if the shares have a market price, and if the purchase price does not exceed the then market price calculated in a manner set forth in an ordinance of the Ministry of Justice.

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Repurchase of our own shares described above must satisfy various specified requirements. In general, the same restrictions on the distributable amount as described in the seventh paragraph under **Common Stock Dividends** are applicable to the repurchase of our own shares, so the total amount of the repurchase price may not exceed the distributable amount.

We may hold our own shares so repurchased without restrictions. In addition, we may cancel or dispose of our repurchased shares by a resolution of our board of directors. As of March 31, 2017, we (excluding our subsidiaries) owned 378,088,933 shares of treasury stock.

## **Preferred Stock**

The following is a summary of information concerning the shares of our preferred stock, including brief summaries of the relevant provisions of our Articles of Incorporation, the share handling regulations and the Companies Act as currently in effect. The detailed rights of our preferred stock are set out in our Articles of Incorporation and the resolutions of our board of directors relating to the issuance of the relevant stock.

### ***General***

As of June 29, 2017, we were authorized under our Articles of Incorporation to issue four classes of preferred stock totaling 800,000,000 shares of preferred stock, including 400,000,000 shares of each of the second to fourth series of class 5 preferred stock (provided the aggregate number of shares authorized to be issued with respect to the three series of class 5 preferred stock does not exceed 400,000,000 shares), 200,000,000 shares of each of the first to fourth series of class 6 preferred stock (provided the aggregate number of shares authorized to be issued with respect to the four series of class 6 preferred stock does not exceed 200,000,000 shares), and 200,000,000 shares of each of the first to fourth series of class 7 preferred stock (provided the aggregate number of shares authorized to be issued with respect to the four series of class 7 preferred stock does not exceed 200,000,000 shares) Our preferred stock has equal preference over our shares of common stock with respect to dividend entitlements and distribution of assets upon our liquidation. However, holders of shares of our preferred stock are not entitled to vote at general meetings of shareholders, subject to the exceptions provided under our Articles of Incorporation.

We may acquire shares of second to fourth series of class 5 and first to fourth series of class 6 preferred stock at our discretion pursuant to the terms and conditions provided by our Articles of Incorporation and the resolution of our board of directors. The provisions for acquisition of shares of second to fourth series of class 5 and first to fourth series of class 6 preferred stock will be determined by the board of directors at the time of issuance of such preferred stock. When issued, any holder of shares of first to fourth series of class 6 preferred stock or first to fourth series of class 7 preferred stock may request acquisition of shares of such preferred stock in exchange for shares of our common stock during the period determined by resolution of the board of directors adopted at the time of issuance of such shares of preferred stock. Any shares of first to fourth series of class 6 preferred stock or first to fourth series of class 7 preferred stock for which no request for acquisition in exchange for shares of our common stock is made during such period will be mandatorily acquired on the day immediately following the last day of such period (the **Mandatory Acquisition Date**) in the number obtained by dividing an amount equivalent to the subscription price per each relevant share of preferred stock by the average daily closing price of our common stock as reported by the Tokyo Stock Exchange for the 30 trading days commencing on the 45th trading day prior to the Mandatory Acquisition Date.

Additionally, in order to enable the relevant preferred stock to meet the criteria for Additional Tier 1 capital under Basel III requirements as adopted by the FSA and became effective on March 31, 2013, the terms of the second to fourth series of class 5 as well as all the series of class 6 and class 7 preferred stock were amended in June 2013 to have mandatory acquisition provisions. When newly issuing these preferred stock, the board of directors will determine events that will require us to acquire the relevant preferred stock pursuant to the capital adequacy requirements applicable to us. Upon the occurrence of such events, we will acquire all the relevant



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preferred stock on an acquisition date, which is a date determined by the board of directors either at the time of the issuance or after the occurrence of such event. We shall acquire the relevant preferred stock in exchange for common stock or for no consideration as determined by the board of directors at the time of the issuance, considering certain factors including the market conditions. The formula to be used in exchanging the preferred stock for common stock will also be determined by the board of directors at the time of the issuance. For more information, see Item 4.B. Information on the Company Business Overview Supervision and Regulation Japan Capital adequacy.

### ***Preferred Dividends***

In priority to the payment of dividends to holders of our common stock, the amount of preferred dividends payable each fiscal year for each class of our preferred stock is set forth below:

second to fourth series of class 5 preferred stock: to be set by resolution of our board of directors at the time of issuance, up to a maximum of ¥250.00 per share;

first to fourth series of class 6 preferred stock: to be set by resolution of our board of directors at the time of issuance, up to a maximum of ¥125.00 per share; and

first to fourth series of class 7 preferred stock: to be set by resolution of our board of directors at the time of issuance, up to a maximum of ¥125.00 per share.

In the event that our board of directors decides to pay an interim dividend to holders of record of our common stock as of September 30 of any year, we will, in priority to the payment of that interim dividend, pay a preferred interim dividend in the amount specified in our Articles of Incorporation to holders of record of our preferred stock as of September 30 of the same year. The amount of any preferred interim dividend will be deducted from the preferred dividend payable on the relevant class of our preferred stock for the same fiscal year.

No preferred dividend will be paid on any of our preferred stock converted into our common stock for the period from the date following the record date for the preferred dividend or preferred interim dividend last preceding the relevant conversion date to the relevant conversion date, but the common stock issued upon conversion will be entitled to receive any dividend payable to holders of record of common stock upon the next succeeding record date for common stock dividends.

No payment of dividends on our preferred stock or any other shares can be made unless we have a sufficient distributable amount and a resolution to distribute such distributable amount is obtained at the relevant ordinary general meeting of shareholders, in the case of annual preferred dividends, or at the board of directors, in the case of preferred interim dividends.

Dividends on our preferred stock are non-cumulative. If the full amount of any dividend is not declared on our preferred stock in respect of any fiscal year, holders of our preferred stock do not have any right to receive dividends in respect of the deficiency in any subsequent fiscal year, and we will have no obligation to pay the deficiency or to pay any interest regardless of whether or not dividends are paid in respect of any subsequent fiscal year. The holders of our preferred stock are not entitled to any further dividends or other participation in or distribution of our profits.

*Liquidation Rights*

In the event of our voluntary or involuntary liquidation, record holders of our preferred stock are entitled, equally in rank as among themselves, to receive before any distribution out of our residual assets is made to holders of our common stock, a distribution out of our residual assets of:

¥2,500 per share of second to fourth series of class 5 preferred stock;

¥2,500 per share of first to fourth series of class 6 preferred stock; and

¥2,500 per share of first to fourth series of class 7 preferred stock.

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The holders of our preferred stock are not entitled to any further dividends or other participation in or distribution of our residual assets upon our liquidation.

### ***Voting Rights***

No holder of our preferred stock has the right to receive notice of, or to vote at, a general meeting of shareholders, except as otherwise specifically provided under our Articles of Incorporation or other applicable law. Under our Articles of Incorporation, holders of our preferred stock will be entitled to receive notice of, and have one voting right per unit of preferred stock at, our general meetings of shareholders:

from the commencement of our ordinary general meeting of shareholders if an agenda for approval to declare a preferred dividend is not submitted to such meeting; or

from the close of any ordinary general meeting of shareholders if a proposed resolution to declare a preferred dividend is not approved at such meeting.

In each case, holders of our preferred stock will be entitled to receive notice of and vote at the relevant general meetings of shareholders unless and until such time as a resolution of an ordinary general meeting of shareholders declaring a preferred dividend is passed.

### **American Depositary Shares**

The Bank of New York Mellon will issue ADRs. Each ADR will represent ownership interests in ADSs. Each ADS represents one share of our common stock. Each ADS is held by BTMU, acting as custodian, at its principal office in Tokyo, on behalf of The Bank of New York Mellon, acting as depositary. Each ADS will also represent securities, cash or other property deposited with The Bank of New York Mellon but not distributed to ADS holders. The Bank of New York Mellon's corporate trust office is located at 101 Barclay Street, New York, New York 10286 and its principal executive office is located at One Wall Street, New York, New York 10286.

You may hold ADSs either directly or indirectly through your broker or other financial institution. If you hold ADSs directly, you are an ADS holder. This description assumes you hold your ADSs directly. If you hold the ADSs indirectly, you must rely on the procedures of your broker or other financial institution to assert the rights of ADS holders described in this section. You should consult with your broker or financial institution to find out what those procedures are.

The Bank of New York Mellon will actually be the registered holder of the common stock, so you will have to rely on it to exercise your rights as a shareholder. Our obligations and the obligations of The Bank of New York Mellon are set out in a deposit agreement among us, The Bank of New York Mellon and you, as an ADS holder. The deposit agreement and the ADSs are governed by New York law.

The following is a summary of the material terms of the deposit agreement. Because it is a summary, it does not contain all the information that may be important to you. For more complete information, you should read the entire deposit agreement and the form of ADR.



*Share Dividends and Other Distributions*

The Bank of New York Mellon has agreed to pay to you the cash dividends or other distributions it or the custodian receives on shares of common stock or other deposited securities, after deducting its fees and expenses. You will receive these distributions in proportion to the number of shares your ADSs represent.

*Cash.* The Bank of New York Mellon will convert any cash dividend or other cash distribution we pay on our common stock into U.S. dollars, if it can do so on a reasonable basis and can transfer the U.S. dollars to the United States. If that is not possible or if any approval from the Japanese government is needed and cannot be

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obtained, the deposit agreement allows The Bank of New York Mellon to distribute the Japanese yen only to those ADS holders to whom it is possible to do so. The Bank of New York Mellon will hold the Japanese yen it cannot convert for the account of the ADS holders who have not been paid. It will not invest the Japanese yen and it will not be liable for any interest.

Before making a distribution, any withholding taxes that must be paid under Japanese law will be deducted. See E. Taxation Japanese Taxation. The Bank of New York Mellon will distribute only whole U.S. dollars and cents and will round fractional cents to the nearest whole cent. If the relevant exchange rates fluctuate during a time when The Bank of New York Mellon cannot convert the Japanese currency, you may lose some or all of the value of the distribution.

*Shares.* The Bank of New York Mellon may distribute new ADSs representing any shares we may distribute as a dividend or free distribution, if we furnish The Bank of New York Mellon promptly with satisfactory evidence that it is legal to do so. The Bank of New York Mellon will only distribute whole ADSs. It will sell shares which would require it to issue a fractional ADS and distribute the net proceeds in the same way as it distributes cash dividends. If The Bank of New York Mellon does not distribute additional ADSs, each ADS will also represent the new shares.

*Rights to receive additional shares.* If we offer holders of our common stock any rights to subscribe for additional shares of common stock or any other rights, The Bank of New York Mellon may, after consultation with us, make those rights available to you. We must first instruct The Bank of New York Mellon to do so and furnish it with satisfactory evidence that it is legal to do so. If we do not furnish this evidence and/or do not give these instructions, and The Bank of New York Mellon decides that it is practical to sell the rights, The Bank of New York Mellon will sell the rights and distribute the proceeds in the same way as it distributes cash dividends. The Bank of New York Mellon may allow rights that are not distributed or sold to lapse. In that case, you will receive no value for them.

If The Bank of New York Mellon makes rights available to you, upon instruction from you it will exercise the rights and purchase the shares on your behalf. The Bank of New York Mellon will then deposit the shares and issue ADSs to you. It will only exercise the rights if you pay it the exercise price and any other charges the rights require you to pay.

U.S. securities laws may restrict the sale, deposit, cancellation and transfer of the ADSs issued after the exercise of the rights. For example, you may not be able to trade the ADSs freely in the United States. In this case, The Bank of New York Mellon may issue the ADSs under a separate restricted deposit agreement which will contain the same provisions as the deposit agreement, except for changes needed to put the restrictions in place. The Bank of New York Mellon will not offer you rights unless those rights and the securities to which the rights relate are either exempt from registration or have been registered under the U.S. Securities Act with respect to a distribution to you. We will have no obligation to register under the Securities Act those rights or the securities to which they relate.

*Other distributions.* The Bank of New York Mellon will send to you anything else we distribute on deposited securities by any means it thinks is legal, fair and practical. If it cannot make the distribution in that way, The Bank of New York Mellon has a choice. It may decide to sell what we distributed and distribute the net proceeds, in the same way as it does with cash. Or, it may decide to hold what we distributed, in which case ADSs will also represent the newly distributed property.

The Bank of New York Mellon is not responsible if it decides that it is unlawful or impractical to make a distribution available to any ADS holders. We have no obligation to register ADSs, shares, rights or other securities under the Securities Act. We also have no obligation to take any other action to permit the distribution of ADSs, shares, rights or anything else to ADS holders. This means that you may not receive the distributions we make on our shares or any value for them if it is illegal or impractical for us or The Bank of New York Mellon to make them

available to you.

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### ***Deposit, Withdrawal and Cancellation***

The Bank of New York Mellon will issue ADSs if you or your broker deposits shares or evidence of rights to receive shares with the custodian. Upon payment of its fees and expenses and of any taxes or charges, such as stamp taxes or stock transfer taxes or fees, The Bank of New York Mellon will register the appropriate number of ADSs in the names you request and will deliver the ADSs at its corporate trust office to the persons you request.

In certain circumstances, subject to the provisions of the deposit agreement, The Bank of New York Mellon may issue ADSs before the deposit of the underlying shares. This is called a pre-release of ADSs. A pre-release is closed out as soon as the underlying shares are delivered to the depository. The depository may receive ADSs instead of the shares to close out a pre-release. The depository may pre-release ADSs only under the following conditions:

Before or at the time of the pre-release, the person to whom the pre-release is made must represent to the depository in writing that it or its customer, as the case may be, owns the shares to be deposited;

The pre-release must be fully collateralized with cash or collateral that the depository considers appropriate; and

The depository must be able to close out the pre-release on not more than five business days' notice.

The pre-release will be subject to whatever indemnities and credit regulations that the depository considers appropriate. In addition, the depository will limit the number of ADSs that may be outstanding at any time as a result of a pre-release.

You may turn in your ADSs at the Corporate Trust Office of The Bank of New York Mellon's office. Upon payment of its fees and expenses and of any taxes or charges, such as stamp taxes or stock transfer taxes or fees, The Bank of New York Mellon will deliver (1) the underlying shares to an account designated by you and (2) any other deposited securities underlying the ADS at the office of the custodian. Or, at your request, risk and expense, The Bank of New York Mellon will deliver the deposited securities at its Corporate Trust Office.

The ADSs may only be presented for cancellation and release of the underlying shares of common stock or other deposited securities in multiples of 100 ADSs. Holders of ADRs evidencing less than 100 ADSs are not entitled to delivery of any underlying shares or other deposited securities unless ADRs, together with other ADRs presented by the same holder at the same time, represent in the aggregate at least 100 ADSs. If any ADSs are surrendered but not cancelled pursuant to the preceding sentence, The Bank of New York Mellon will execute and deliver an ADR or ADRs evidencing the balance of ADSs not so cancelled to the person or persons surrendering the same.

### ***Voting Rights***

If you are an ADS holder on a record date fixed by The Bank of New York Mellon, you may instruct The Bank of New York Mellon to vote the shares underlying your ADSs at a meeting of our shareholders in accordance with the procedures set forth in the deposit agreement.

The Bank of New York Mellon will notify you of the upcoming meeting and arrange to deliver our voting materials to you. The notice shall contain (a) such information as is contained in such notice of meeting, (b) a statement that as of the close of business on a specified record date you will be entitled, subject to any applicable provision of Japanese law and our Articles of Incorporation, to instruct The Bank of New York Mellon as to the exercise of the voting rights, if any, pertaining to the amount of shares or other deposited securities represented by your ADSs, and (c) a brief statement as to the manner in which such instructions may be given, including an express indication that instructions may be given to The Bank of New York Mellon to give a discretionary proxy to a person designated by us. Upon your written request, received on or before the date established by The Bank of New York Mellon for such purpose, The Bank of New York Mellon shall endeavor in so far as practicable to

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vote or cause to be voted the amount of shares or other deposited securities represented by your ADSs in accordance with the instructions set forth in your request. So long as Japanese law provides that votes may only be cast with respect to one or more whole shares or other deposited securities, The Bank of New York Mellon will aggregate voting instructions to the extent such instructions are the same and vote such whole shares or other deposited securities in accordance with your instructions. If, after aggregation of all instructions to vote received by The Bank of New York Mellon, any portion of the aggregated instructions constitutes instructions with respect to less than a whole share or other deposited securities, The Bank of New York Mellon will not vote or cause to be voted the shares or other deposited securities to which such portion of the instructions apply. The Bank of New York Mellon will not vote or attempt to exercise the right to vote that attaches to the shares or other deposited securities, other than in accordance with the instructions of the ADS holders. If no instructions are received by The Bank of New York Mellon from you with respect to any of the deposited securities represented by your ADSs on or before the date established by The Bank of New York Mellon for such purpose, The Bank of New York Mellon shall deem you to have instructed The Bank of New York Mellon to give a discretionary proxy to a person designated by us with respect to such deposited securities and The Bank of New York Mellon shall give a discretionary proxy to a person designated by us to vote such deposited securities, provided that no such instruction shall be given with respect to any matter as to which we inform The Bank of New York Mellon (and we have agreed to provide such information as promptly as practicable in writing) that (1) we do not wish such proxy given, (2) substantial opposition exists or (3) such matter materially and adversely affects the rights of holders of shares.

We cannot assure you that you will receive the voting materials in time to ensure that you can instruct The Bank of New York Mellon to vote your shares. In addition, The Bank of New York Mellon is not responsible for failing to carry out voting instructions or for the manner of carrying out voting instructions as long as it has acted in good faith. This means that you may not be able to exercise your right to vote and there may be nothing you can do if your shares are not voted as you requested.

### ***Fees and Expenses***

See Item 12.D. Description of Securities Other than Equity Securities American Depositary Shares.

### ***Payment of Taxes***

You will be responsible for any taxes or other governmental charges payable on your ADSs or on the deposited securities underlying your ADSs. The Bank of New York Mellon may refuse to transfer your ADSs or allow you to withdraw the deposited securities underlying your ADSs until those taxes or other charges are paid. It may apply payments owed to you or sell deposited securities underlying your ADSs to pay any taxes owed and you will remain liable for any deficiency. If it sells deposited securities, it will, if appropriate, reduce the number of ADSs to reflect the sale and pay to you any property remaining after it has paid the taxes.

### ***Reclassifications, Recapitalizations and Mergers***

If we:

reclassify, split up or consolidate any of our shares or the deposited securities;

recapitalize, reorganize, merge, liquidate, consolidate or sell all or substantially all of our assets or take any similar action; or

distribute securities on the shares that are not distributed to you, then,

- (1) the cash, shares or other securities received by The Bank of New York Mellon will become deposited securities and each ADS will automatically represent its equal share of the new deposited securities unless additional ADSs are issued; and

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- (2) The Bank of New York Mellon may, and will if we request, issue new ADSs or ask you to surrender your outstanding ADSs in exchange for new ADSs, identifying the new deposited securities.

### ***Amendment and Termination***

We may agree with The Bank of New York Mellon to amend the deposit agreement and the ADSs without your consent for any reason. If the amendment adds or increases fees or charges, except for taxes and other governmental charges, registration fees, cable, telex or facsimile transmission costs, delivery costs or other such expenses, or prejudices an important right of ADS holders, it will only become effective three months after The Bank of New York Mellon notifies you of the amendment. At the time an amendment becomes effective, you are considered, by continuing to hold your ADS, to agree to the amendment and to be bound by the ADSs and the deposit agreement as amended. However, no amendment will impair your right to receive the deposited securities in exchange for your ADSs.

The Bank of New York Mellon will terminate the deposit agreement if we ask it to do so, in which case it must notify you at least 30 days before termination. The Bank of New York Mellon may also terminate the deposit agreement if The Bank of New York Mellon has told us that it would like to resign and we have not appointed a new depository bank within 60 days.

If any ADSs remain outstanding after termination, The Bank of New York Mellon will stop registering the transfers of ADSs, will stop distributing dividends to ADS holders and will not give any further notices or do anything else under the deposit agreement other than:

- (1) collect dividends and distributions on the deposited securities;
- (2) sell rights and other property offered to holders of deposited securities; and
- (3) deliver shares and other deposited securities in exchange for ADSs surrendered to The Bank of New York Mellon.

At any time after one year following termination, The Bank of New York Mellon may sell any remaining deposited securities. After that, The Bank of New York Mellon will hold the money it received on the sale, as well as any other cash it is holding under the deposit agreement for the pro rata benefit of the ADS holders that have not surrendered their ADSs. It will not invest the money and has no liability for interest. The Bank of New York Mellon's only obligations will be to account for the money and other cash and with respect to indemnification and to retain depository documents. After termination, our only obligations will be with respect to indemnification and to pay certain amounts to The Bank of New York Mellon.

### ***Limitations on Obligations and Liability to ADS Holders***

The deposit agreement expressly limits our obligations and the obligations of The Bank of New York Mellon. It also limits our liability and the liability of The Bank of New York Mellon. We and The Bank of New York Mellon:



are only obligated to take the actions specifically set forth in the deposit agreement without negligence or bad faith;

are not liable if either is prevented or delayed by law, any provision of our Articles of Incorporation or circumstances beyond their control from performing their obligations under the deposit agreement;

are not liable if either exercises or fails to exercise discretion permitted under the deposit agreement;

have no obligation to become involved in a lawsuit or other proceeding related to the ADSs or the deposit agreement on your behalf or on behalf of any other party unless indemnified to their satisfaction; and

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may rely upon any advice of or information from legal counsel, accountants, any person depositing shares, any ADS holder or any other person believed in good faith to be competent to give them that advice or information.

In the deposit agreement, we and The Bank of New York Mellon agree to indemnify each other for liabilities arising out of acts performed or omitted by the other party in accordance with the deposit agreement.

### ***Requirements for Depositary Actions***

Before The Bank of New York Mellon will issue or register transfer of an ADS, make a distribution on an ADS, or permit withdrawal of shares, it may require:

payment of stock transfer or other taxes or other governmental charges and transfer or registration fees charged by third parties for the transfer of any shares or other deposited securities;

production of satisfactory proof of the identity and genuineness of any signature or other information it deems necessary; and

compliance with regulations it may establish, from time to time, consistent with the deposit agreement, including presentation of transfer documents.

The Bank of New York Mellon may refuse to deliver, transfer, or register transfers of ADSs generally when its transfer books are closed, when our transfer books are closed or at any time if it or we think it advisable to do so.

You have the right to cancel your ADSs and withdraw the underlying shares at any time except:

when temporary delays arise because: (1) The Bank of New York Mellon has closed its transfer books or we have closed our transfer books; (2) the transfer of shares is blocked to permit voting at a shareholders' meeting; or (3) we are paying a dividend on the shares;

when you or other ADS holders seeking to withdraw shares owe money to pay fees, taxes and similar charges; or

when it is necessary to prohibit withdrawals in order to comply with any laws or governmental regulations that apply to ADSs or to the withdrawal of shares or other deposited securities.

This right of withdrawal may not be limited by any other provision of the deposit agreement.

### ***Reports and Other Communications***

The Bank of New York Mellon will make available for your inspection at its corporate trust office any reports and communications, including any proxy soliciting material, that it receives from us, if those reports and communications are both (a) received by The Bank of New York Mellon as the holder of the deposited securities and (b) made generally available by us to the holders of the deposited securities. If we ask it to, The Bank of New York Mellon will also send you copies of those reports it receives from us.

*Inspection of Transfer Books*

The Bank of New York Mellon will keep books for the registration and transfer of ADSs, which will be open for your inspection at all reasonable times. You will only have the right to inspect those books if the inspection is for the purpose of communicating with other owners of ADSs in connection with our business or a matter related to the deposit agreement or the ADSs.

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### **C. Material Contracts**

Except as described elsewhere in this Annual Report, all material contracts entered into by us in the past two years preceding the filing of this Annual Report were entered into in the ordinary course of business.

### **D. Exchange Controls**

#### **Foreign Exchange and Foreign Trade Law**

The Foreign Exchange and Foreign Trade Law of Japan and the cabinet orders and ministerial ordinances incidental thereto, collectively known as the Foreign Exchange Law, set forth, among other matters, regulations relating to the receipt by non-residents of Japan of payment with respect to shares to be issued by us and the acquisition and holding of shares by non-residents of Japan and foreign investors, both as defined below. It also applies in some cases to the acquisition and holding of ADSs representing such shares acquired and held by non-residents of Japan and by foreign investors. Generally, the Foreign Exchange Law currently in effect does not affect the right of a non-resident of Japan to purchase or sell an ADS outside Japan for non-Japanese currency.

Non-residents of Japan are defined as individuals who are not resident in Japan and corporations whose principal offices are located outside Japan. Generally, the branches and offices of non-resident corporations which are located in Japan are regarded as residents of Japan while the branches and offices of Japanese corporations located outside Japan are regarded as non-residents of Japan.

Foreign investors are defined as:

non resident individuals;

corporations which are organized under the laws of foreign countries or whose principal offices are located outside Japan;

corporations of which 50% or more of the shares are directly or indirectly held by individuals not resident of Japan and corporations which are organized under the laws of foreign countries or whose principal offices are located outside Japan; and

corporations, a majority of officers (or a majority of officers having the power of representation) of which are non-resident individuals.

### **Dividends and Proceeds of Sales**

Under the Foreign Exchange Law, dividends paid on, and the proceeds of sales in Japan of, shares held by non-residents of Japan may in general be converted into any foreign currency and repatriated abroad. The acquisition of our shares by non-residents by way of a stock split is not subject to any notification or reporting requirements.

### **Acquisition of Shares**

In general, a non-resident who acquires shares from a resident of Japan is not subject to any prior filing requirement, although the Foreign Exchange Law empowers the Minister of Finance of Japan to require a prior approval for any such acquisition in certain limited circumstances.

If a foreign investor acquires our shares, and, together with parties who have a special relationship with that foreign investor, holds 10% or more of our issued shares as a result of such acquisition, the foreign investor must file a report of such acquisition with the Minister of Finance and any other competent Minister by the fifteenth day of the month immediately following the month to which the date of such acquisition belongs. In certain limited circumstances, however, a prior notification of such acquisition must be filed with the Minister of Finance and any other competent Minister, who may modify or prohibit the proposed acquisition.

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### **Deposit and Withdrawal under American Depositary Facility**

The deposit of shares with us, in our capacity as custodian and agent for the depositary, in Tokyo, the issuance of ADSs by the depositary to a non-resident of Japan in respect of the deposit and the withdrawal of the underlying shares upon the surrender of the ADSs are not subject to any of the formalities or restrictions referred to above. However, where as a result of a deposit or withdrawal the aggregate number of shares held by the depositary, including shares deposited with us as custodian for the depositary, or the holder surrendering ADSs, as the case may be, would be 10% or more of the total outstanding shares, a report will be required, and in specified circumstances, a prior notification may be required, as noted above.

### **Reporting of Substantial Shareholdings**

The Financial Instruments and Exchange Act of Japan requires any person who has become, beneficially and solely or jointly, a holder of more than 5% of the total issued shares of capital stock of a company listed on any Japanese financial instruments exchange or whose shares are traded on the over-the-counter market in Japan to file with the director of a competent finance bureau within 5 business days a report concerning such shareholdings.

A similar report must also be filed in respect of any subsequent change of 1% or more in any such holding ratio or any change in material matters set out in reports previously filed, with certain exceptions. For this purpose, shares issuable to such person upon exchange of exchangeable securities, conversion of convertible securities or exercise of share subscription warrants or stock acquisition rights (including those incorporated in bonds with stock acquisition rights) are taken into account in determining both the number of shares held by such holder and the issuer's total issued shares of capital stock. Copies of such report must also be furnished to the issuer of such shares and all Japanese financial instruments exchanges on which the shares are listed or (in the case of shares traded over-the-counter) the Japan Securities Dealers Association.

## **E. Taxation**

### **Japanese Taxation**

The following sets forth the material Japanese tax consequences to owners of shares of our common stock or ADSs who are non-resident individuals or non-Japanese corporations without a permanent establishment in Japan to which the relevant income is attributable, which we refer to as non-resident holders in this section. The statements regarding Japanese tax laws below are based on the laws in force and as interpreted by the Japanese taxation authorities as at the date of this Annual Report and are subject to changes in the applicable Japanese laws, double taxation treaties, conventions or agreements or interpretations thereof occurring after that date. This summary is not exhaustive of all possible tax considerations that may apply to a particular investor, and potential investors are advised to satisfy themselves as to the overall tax consequences of the acquisition, ownership and disposition of shares of our common stock or ADSs, including specifically the tax consequences under Japanese law, the laws of the jurisdiction of which they are resident and any tax treaty between Japan and their country of residence, by consulting their own tax advisers.

For the purpose of Japanese tax law and the Convention between the Government of the United States of America and Japan for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income, or the Tax Convention, a U.S. holder of ADSs will be treated as the owner of the shares of our common stock underlying the ADSs evidenced by the ADRs.

Generally, a non-resident holder of shares of our common stock or ADSs is subject to Japanese withholding tax on dividends paid by us. In the absence of any applicable tax treaty, convention or agreement reducing the rate of withholding tax, the rate of Japanese withholding tax applicable to dividends paid by us to non-resident holders is (i) 15.315% for dividends to be paid on or before December 31, 2037 and (ii) 15% for dividends to be paid thereafter, except for dividends paid to any individual non-resident holder who holds 3% or more of our issued shares for which the applicable rate is (a) 20.42% for dividends to be paid on or before December 31, 2037 and (b) 20% for dividends to be paid thereafter, pursuant to Japanese tax law.

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The Tax Convention establishes the maximum rate of Japanese withholding tax which may be imposed on dividends paid to a U.S. resident not having a permanent establishment in Japan. Under the Tax Convention, the maximum withholding rate for U.S. holders (as defined below) is generally set at 10% of the gross amount distributed. However, the maximum rate is 5% of the gross amount distributed if the recipient is a corporation and owns directly or indirectly, on the date on which entitlement to the dividends is determined, at least 10% of the voting shares of the paying corporation. Furthermore, the amount distributed shall not be taxed if the recipient is (i) a pension fund which is a U.S. resident, provided that such dividends are not derived from the carrying on of a business, directly or indirectly, by such pension fund or (ii) a parent company with a controlling interest in the paying company and satisfies certain other requirements. U.S. holders (as defined below) are urged to consult their own tax advisors with respect to their eligibility for benefits under the Tax Convention.

Japanese tax law provides in general that if the Japanese statutory rate is lower than the maximum rate applicable under tax treaties, conventions or agreements, the Japanese statutory rate as stated above shall be applicable.

Non-resident holders of shares who are entitled to a reduced rate of Japanese withholding tax on payments of dividends on the shares of our common stock or ADSs by us are required to submit an Application Form for the Income Tax Convention regarding Relief from Japanese Income Tax on Dividends, or an Application Form for the Income Tax Convention, in advance through a paying handling agent to the relevant tax authority before the payment of dividends. A standing proxy for non-resident holders may provide this application service for the non-resident holders. In this regard, a certain simplified special filing procedure is available for non-resident holders to claim treaty benefits of exemption from or reduction of Japanese withholding tax with respect to dividends to be paid on or after January 1, 2014, by submitting a Special Application Form for Income Tax Convention regarding Relief from Japanese Income Tax and Special Income Tax for Reconstruction on Dividends of Listed Stocks (together with any other required forms and documents). With respect to ADSs, this reduced rate or exemption will be applicable to non-resident holders of ADSs if the depository or its agent submits two Application Forms (one before payment of dividends and the other within eight months after the record date concerning such payment of dividends), together with certain other documents. To claim this reduced rate or exemption, non-resident holders of ADSs will be required to file a proof of taxpayer status, residence and beneficial ownership, as applicable, and to provide other information or documents as may be required by the depository. Non-resident holders who are entitled, under any applicable tax treaty, to a reduced rate of Japanese withholding tax below the rate otherwise applicable under Japanese tax law, or exemption therefrom, as the case may be, but fail to submit the required application in advance may nevertheless be entitled to claim a refund from the relevant Japanese tax authority of withholding taxes withheld in excess of the rate under an applicable tax treaty (if such non-resident holders are entitled to a reduced treaty rate under the applicable tax treaty) or the full amount of tax withheld (if such non-resident holders are entitled to an exemption under the applicable tax treaty), as the case may be, by complying with a certain subsequent filing procedure. We do not assume any responsibility to ensure withholding at the reduced rate, or exemption therefrom, for non-resident holders who would be so eligible under an applicable tax treaty but where the required procedures as stated above are not followed.

Gains derived from the sale or other disposition of shares of our common stock or ADSs by a non-resident holder are not, in general, subject to Japanese income or corporation taxes or other Japanese taxes.

Any deposits or withdrawals of shares of our common stock by a non-resident holder in exchange for ADSs are not subject to Japanese income or corporation tax.

Japanese inheritance and gift taxes, at progressive rates, may be payable by an individual who has acquired shares of our common stock or ADSs as legatee, heir or donee, even if none of the individual, the decedent or the donor is a Japanese resident.



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### **U.S. Taxation**

The following sets forth the material U.S. federal income tax consequences of the ownership of shares and ADSs by a U.S. holder, as defined below. This summary is based on U.S. federal income tax laws, including the U.S. Internal Revenue Code of 1986, or the Code, its legislative history, existing and proposed Treasury regulations thereunder, published rulings and court decisions, and the Tax Convention (as defined above), all of which are subject to change, possibly with retroactive effect.

The following summary is not a complete analysis or description of all potential U.S. federal income tax consequences to a particular U.S. holder. It does not address all U.S. federal income tax considerations that may be relevant to all categories of potential purchasers, certain of which (such as banks or other financial institutions, insurance companies, dealers in securities, tax-exempt entities, non-U.S. persons, persons holding a share or an ADS as part of a straddle, hedge, conversion or integrated transaction, holders whose functional currency is not the U.S. dollar, holders liable for alternative minimum tax and holders of 10% or more of our voting shares) are subject to special tax treatment. This summary does not address any foreign, state, local or other tax consequences of investments in our shares or ADSs.

This summary addresses only shares or ADSs that are held as capital assets within the meaning of Section 1221 of the Code.

As used herein, a U.S. holder is a beneficial owner of shares or ADSs, as the case may be, that is:

a citizen or resident of the United States as determined for U.S. federal income tax purposes;

a corporation or other entity taxable as a corporation created or organized under the laws of the United States, any state thereof or the District of Columbia;

an estate, the income of which is subject to U.S. federal income tax regardless of its source; or

a trust

the administration of which is subject to (1) the supervision of a court within the United States and (2) the control of one or more U.S. persons as described in Section 7701(a)(30) of the Code; or

that has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

If a partnership holds shares or ADSs, the tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. If you are a partner of a partnership holding shares or ADSs, you should consult your tax advisor.

**We urge U.S. holders to consult their own tax advisors concerning the U.S. federal, state and local and other tax consequences to them of the purchase, ownership and disposition of shares or ADSs.**

This summary is based in part on the assumption that each obligation under the deposit agreement and any related agreement will be performed in accordance with its respective terms. Subject to the discussion in the next paragraph, for U.S. federal income tax purposes, holders of ADSs will be treated as the owners of the shares represented by the ADSs. Accordingly, withdrawals or deposits of shares in exchange for ADSs generally will not be subject to U.S. federal income tax.

The U.S. Treasury has expressed concerns that intermediaries in the chain of ownership between the holder of an ADS and the issuer of the security underlying the ADS may be taking actions that are inconsistent with the beneficial ownership of the underlying shares (for example, pre-releasing ADSs to persons who do not have

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beneficial ownership of the securities underlying the ADSs). Accordingly, the discussion on the creditability of Japanese taxes and the availability of the reduced rate of tax for dividends received by certain non-corporate U.S. holders, each as described below, could be affected by actions taken by intermediaries in the chain of ownership between the holder of ADSs and us if, as a result of such actions, the holders of ADSs are not properly treated as beneficial owners of the underlying shares. We are not aware of any intention to take any such actions, and accordingly, the remainder of this discussion assumes that holders of ADSs will be properly treated as beneficial owners of the underlying shares.

Special adverse U.S. federal income tax rules apply if a U.S. holder holds shares or ADSs of a company that is treated as a passive foreign investment company (a PFIC) for any taxable year during which the U.S. holder held shares or ADSs, as discussed in more detail below. U.S. holders should consult their own tax advisors as to the potential application of the PFIC rules to their ownership and disposition of shares or ADSs.

***Taxation of Dividends***

Subject to the application of the PFIC rules discussed below, U.S. holders will include the gross amount of any distribution received with respect to shares or ADSs (before reduction for Japanese withholding taxes), to the extent paid out of our current or accumulated earnings and profits (as determined for U.S. federal income tax purposes), as ordinary income in their gross income. As discussed below, for certain U.S. holders, dividends may be eligible for a reduced rate of taxation. The amount of distribution of property other than cash will be the fair market value of such property on the date of the distribution. Dividends received by a U.S. holder will not be eligible for the dividends-received deduction allowed to U.S. corporations in respect of dividends received from other U.S. corporations. To the extent that an amount received by a U.S. holder exceeds such holder's allocable share of our current earnings and profits, such excess will be applied first to reduce such holder's tax basis in its shares or ADSs, thereby increasing the amount of gain or decreasing the amount of loss recognized on a subsequent disposition of the shares or ADSs. Then, to the extent such distribution exceeds such U.S. holder's tax basis, such excess will be treated as capital gain. However, we do not maintain calculations of our earnings and profits in accordance with U.S. federal income tax principles, and U.S. holders should therefore assume that any distribution by us with respect to shares or ADSs will constitute ordinary dividend income. The amount of the dividend will be the U.S. dollar value of the Japanese yen payments received. This value will be determined at the spot Japanese yen/U.S. dollar rate on the date the dividend is received by the depositary in the case of U.S. holders of ADSs, or by the shareholder in the case of U.S. holders of shares, regardless of whether the dividend payment is in fact converted into U.S. dollars at that time. If the Japanese yen received as a dividend are not converted into U.S. dollars on the date of receipt, a U.S. holder will have basis in such Japanese yen equal to their U.S. dollar value on the date of receipt, and any foreign currency gains or losses resulting from the conversion of the Japanese yen will generally be treated as U.S. source ordinary income or loss. If the Japanese yen received as a dividend are converted into U.S. dollars on the date of receipt, a U.S. holder will generally not be required to recognize foreign currency gain or loss in respect of the dividend income.

If a U.S. holder is eligible for benefits under the Tax Convention, the holder may be able to claim a reduced rate of Japanese withholding tax. All U.S. holders should consult their tax advisors about their eligibility for reduction of Japanese withholding tax. A U.S. holder may claim a deduction or a foreign tax credit, subject to other applicable limitations, only for tax withheld at the appropriate rate. A U.S. holder would be allowed a foreign tax credit for withholding tax for any portion of the tax that could have been avoided by claiming benefits under the Tax Convention. For foreign tax credit limitation purposes, the dividend will be income from sources outside the United States. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends we pay will constitute passive income or, in the case of certain U.S. holders, financial services income. The rules governing U.S. foreign tax credits are very complex and U.S. holders should consult their tax advisors regarding the availability of foreign tax credits under their particular circumstances.

Subject to applicable exceptions with respect to short-term and hedged positions, qualified dividends received by non-corporate U.S. holders from a qualified corporation may be eligible for reduced rates of taxation.



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Qualified corporations include those foreign corporations eligible for the benefits of a comprehensive income tax treaty with the United States that the U.S. Treasury Department determines to be satisfactory for these purposes and that includes an exchange of information provision. The Tax Convention meets these requirements. Subject to the PFIC discussion below, we believe that we are a qualified foreign corporation and that dividends received by U.S. investors with respect to our shares or ADSs will be qualified dividends. Dividends received by U.S. investors from a foreign corporation that was a PFIC in either the taxable year of the distribution or the preceding taxable year are not qualified dividends.

***Passive Foreign Investment Company Considerations***

Special adverse U.S. federal income tax rules apply if a U.S. holder holds shares or ADSs of a company that is treated as a PFIC, for any taxable year during which the U.S. holder held shares or ADSs. A foreign corporation will be considered a PFIC for any taxable year in which (i) 75% or more of its gross income is passive income (the income test), or (ii) 50% or more of the average fair market value of its assets (determined quarterly) is attributable to assets that produce or are held for the production of passive income (the asset test). For this purpose, passive income generally includes dividends, interest, royalties, rents and certain gains from the sale of stock and securities. If a foreign corporation owns at least 25% (by value) of the stock of another corporation, the corporation will be treated, for purposes of the PFIC tests, as owning a proportionate share of the other corporation's assets and receiving its proportionate share of the other corporation's income. The determination of whether a foreign corporation is a PFIC is made annually.

Proposed Treasury regulations convert what would otherwise be passive income into non-passive income when such income is banking income earned by an active bank. Based upon these proposed Treasury regulations, and upon certain management estimates and assumptions, we do not believe that we were a PFIC for the year ended March 31, 2017 because we did not meet either the income test or the asset test. Until recently, temporary IRS guidance treated certain qualifying government bonds as assets that generate active banking income for these purposes; however, such guidance has expired for taxable years beginning after 2016. We do not believe that we would have been a PFIC for the year ended March 31, 2017 even in the absence of such guidance. The determination of whether we are a PFIC must be made annually and involves a fact-intensive analysis based upon, among other things, the composition of our income and assets and the value of our assets from time to time. It is possible that we may become a PFIC in the fiscal year ending March 31, 2018 or any future taxable year due to changes in our income or asset composition and the expiration of the temporary IRS guidance described above. In addition, a decrease in the price of our shares may also result in our becoming a PFIC. Furthermore, there can be no assurance that the above-described proposed Treasury regulations will be finalized in their current form. Moreover, the application of the proposed Treasury regulations is not clear. If we were classified as a PFIC in any year during which a U.S. holder owns shares or ADSs and the U.S. holder does not make a mark-to-market election, as discussed below, we generally would continue to be treated as a PFIC as to such U.S. holder in all succeeding years, regardless of whether we continue to meet the income or asset test discussed above. U.S. Holders are urged to consult their own tax advisors with respect to the tax consequences to them if we were to become a PFIC for any taxable year in which they own our shares or ADSs.

If we were classified as a PFIC for any taxable year during which a U.S. holder holds our shares or ADSs, the U.S. holder would generally not receive capital gains treatment upon the sale of the shares or ADSs and would be subject to increased tax liability (generally including an interest charge) upon the sale or other disposition of the shares or ADSs or upon the receipt of certain distributions treated as excess distributions, unless the U.S. holder makes the mark-to-market election described below. An excess distribution generally would be any distribution to a U.S. holder with respect to shares or ADSs during a single taxable year that is greater than 125% of the average annual distributions received by a U.S. holder with respect to shares or ADSs during the three preceding taxable years or, if shorter, during the U.S. holder's holding period for the shares or ADSs.

***Mark-to-Market Election.*** If the shares or ADSs are regularly traded on a registered national securities exchange or certain other exchanges or markets, then such shares or ADSs would constitute marketable stock for purposes of the PFIC rules, and a U.S. holder would not be subject to the foregoing PFIC rules if such holder



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made a mark-to-market election. After making such an election, the U.S. holder generally would include as ordinary income each year during which the election is in effect and during which we are a PFIC the excess, if any, of the fair market value of our shares or ADSs at the end of the taxable year over such holder's adjusted basis in such shares or ADSs. These amounts of ordinary income would not be eligible for the favorable tax rates applicable to qualified dividend income or long-term capital gains. A U.S. holder also would be allowed to take an ordinary loss in respect of the excess, if any, of the holder's adjusted basis in our shares or ADSs over their fair market value at the end of the taxable year (but only to the extent of the net amount of income that was previously included as a result of the mark-to-market election). A U.S. holder's tax basis in our shares or ADSs would be adjusted to reflect any income or loss amounts resulting from a mark-to-market election. If made, a mark-to-market election would be effective for the taxable year for which the election was made and for all subsequent taxable years unless the shares or ADSs cease to qualify as marketable stock for purposes of the PFIC rules or the IRS consented to the revocation of the election. In the event that we are classified as a PFIC, U.S. holders are urged to consult their tax advisors regarding the availability of the mark-to-market election, and whether the election would be advisable in the holder's particular circumstances.

*QEF Election.* The PFIC rules outlined above also would not apply to a U.S. holder if such holder alternatively elected to treat us as a qualified electing fund or QEF. An election to treat us as a QEF will not be available, however, if we do not provide the information necessary to make such an election. We will not provide U.S. holders with the information necessary to make a QEF election, and thus, the QEF election will not be available with respect to our shares.

Notwithstanding any election made with respect to our shares, dividends received with respect to our shares will not constitute qualified dividend income if we are a PFIC in either the year of the distribution or the preceding taxable year. Dividends that do not constitute qualified dividend income are not eligible for taxation at the reduced tax rate described above in *Taxation of Dividends*. Instead, such dividends would be subject to tax at ordinary income rates.

If a U.S. holder owns shares or ADSs during any year in which we are a PFIC, the U.S. holder must also file IRS Form 8621 regarding distributions received on the shares or ADSs, any gain realized on the shares or ADSs, and any reportable election in accordance with the instructions to such form. In addition, each U.S. holder is required to file a separate IRS Form 8621 if such U.S. holder owns shares or ADSs during any year in which we are a PFIC whether or not such U.S. holder received distributions on the shares or ADSs, realized a gain on the shares or ADSs or made a reportable election during such year. U.S. holders are urged to consult their own tax advisors concerning the U.S. federal income tax consequences of holding shares or ADSs if the Company were considered a PFIC in any taxable year.

***Taxation of Capital Gains***

Subject to the application of the PFIC rules discussed above, upon a sale or other disposition of shares or ADSs, a U.S. holder will recognize a gain or loss in an amount equal to the difference between the U.S. dollar value of the amount realized and the U.S. holder's tax basis, determined in U.S. dollars, in such shares or ADSs. Such gains or losses will be capital gains or losses and will be long-term capital gains or losses if the U.S. holder's holding period for such shares or ADSs exceeds one year. Long-term capital gains of non-corporate U.S. holders (including individuals) are generally eligible for reduced rates of taxation. A U.S. holder's adjusted tax basis in its shares or ADSs will generally be the cost to the holder of such shares or ADSs. Any such gains or losses realized by a U.S. holder upon disposal of the shares or ADSs will generally be income or loss from sources within the United States for foreign tax credit limitation purposes. The deductibility of capital losses is subject to limitations under the Code.

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### ***Information Reporting and Backup Withholding***

Dividends paid on shares or ADSs to a U.S. holder, or proceeds from a U.S. holder's sale or other disposition of shares or ADSs, may be subject to information reporting requirements. Those dividends or proceeds from sale or disposition may also be subject to backup withholding unless the U.S. holder:

is a corporation or other exempt recipient, and, when required, demonstrates this fact; or

provides a correct taxpayer identification number on a properly completed U.S. IRS Form W-9 or other appropriate form which certifies that the U.S. holder is not subject to backup withholding and otherwise complies with applicable requirements of the backup withholding rules.

Backup withholding is not an additional tax. Any amount withheld under these rules will be creditable against the U.S. holder's U.S. federal income tax liability or refundable to the extent that it exceeds such liability if the U.S. holder provides the required information to the IRS. If a U.S. holder is required to and does not provide a correct taxpayer identification number, the U.S. holder may be subject to penalties imposed by the IRS. All holders should consult their tax advisors as to their qualification for the exemption from backup withholding and the procedure for obtaining an exemption.

In addition, certain U.S. holders who are individuals that hold certain foreign financial assets (which may include our shares or ADSs) are required to report information relating to such assets, subject to certain exceptions. U.S. Holders should consult their tax advisors regarding the effect, if any, of this requirement on their ownership and disposition of our shares and ADSs.

### ***Additional Tax on Investment Income***

U.S. Holders that are individuals, estates or trusts and whose income exceeds certain thresholds will be subject to an additional 3.8% tax on unearned income, including, among other things, dividends on, and capital gains from the sale or other taxable disposition of, shares or ADSs, subject to certain limitations and exceptions.

### **F. Dividends and Paying Agents**

Not applicable.

### **G. Statement by Experts**

Not applicable.



**H. Documents on Display**

We file periodic reports and other information with the SEC. You may read and copy any document that we file with the SEC at the SEC's public reference room at 100 F Street, NE, Washington, DC 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of its public reference room. The SEC also maintains a web site that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC (<http://www.sec.gov>).

**I. Subsidiary Information**

Please refer to discussion under Item 4.C. Information on the Company Organizational Structure.

**Item 11. Quantitative and Qualitative Disclosures about Credit, Market and Other Risk.**

In the current market and regulatory environment, financial groups such as us are expected to ensure increasingly more sophisticated and comprehensive risk management. Risk management plays an increasingly important role in our operations as a financial group operating globally through various subsidiaries.

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We identify various risks arising from businesses based on uniform criteria, and implement integrated risk management to ensure a stronger financial condition and to maximize shareholder value. Based on this approach, we identify, measure, control and monitor a wide variety of risks so as to achieve a stable balance between earnings and risks. We undertake risk management to create an appropriate capital structure and to achieve optimal allocation of resources.

**Risk Classification**

At the holding company level, we broadly classify and define risk categories faced by the Group, including those that are summarized below. Group companies perform more detailed risk management based on their respective operations.

<b>Type of Risk</b>	<b>Definition</b>
Credit Risk	The risk of financial loss in credit assets (including off-balance sheet instruments) caused by deterioration in the credit conditions of counterparties. This category includes country risk.
Market Risk	The risk of financial loss where the value of our assets and liabilities could be adversely affected by changes in market variables such as interest rates, securities prices and foreign exchange rates. Market liquidity risk is the risk of financial loss caused by the inability to secure market transactions at the required volume or price levels as a result of market turbulence or lack of trading liquidity.
Liquidity Risk	The risk of incurring loss if a poor financial position at a group company hampers the ability to meet funding requirements or necessitates fund procurement at interest rates markedly higher than normal.
Operational Risk	The risk of loss resulting from inadequate or failed internal processes, people or systems, or from external events.
Operations Risk	The risk of incurring loss that might be caused by negligence of correct operational processing, or by incidents or misconduct by either officers or staff, as well as other similar risks.
Information Asset Risk	The risk of loss caused by loss, alteration, falsification or leakage of information, or by destruction, disruption, errors or misuse of information systems, as well as other similar risks.
Tangible Asset Risk	The risk of loss due to damage to tangible assets or deterioration in the operational environment caused by disasters or inadequate asset maintenance, as well as risks similar to this risk.
Personnel Risk	The risk of loss due to an outflow or loss of human resources or deterioration in employee morale, as well as risks similar to this risk.
Legal Risk	The risk of loss due to failure to comply with applicable laws and regulations, adequately evaluate contractual rights and obligations, or appropriately deal with disputes, as well as other similar risks.
Reputation Risk	The risk of loss due to deterioration in reputation as a consequence of the spread of rumors among customers or in the market, or as a consequence of inadequate response to a particular circumstance by MUFG, as well as other similar risks.
Model Risk	The risk of loss due to decision-making based on the information provided by an inaccurate model or the misuse of a model.

***Risk Management System***

We have adopted an integrated risk management system to promote close cooperation among the holding company and group companies. The holding company and the major subsidiaries (which include BTMU, MUTB



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and MUSHD) each appoint a chief risk officer and establish an independent risk management division. The board of directors of the holding company determines risk management policies for various types of risks based on the discussions at, and reports and recommendations from, committees established specially for risk management purposes. The holding company has established committees to assist management in managing risks relevant to the Group. Following the fundamental risk management policies determined by the board of directors, each group company establishes its own systems and procedures for identifying, analyzing and managing various types of risks from both quantitative and qualitative perspectives. The holding company seeks to enhance group wide risk identification, to integrate and improve the Group's risk management system and related methods, to maintain asset quality, and to eliminate concentrations of specific risks.

The following diagram summarizes our integrated risk management framework:

*Risk Management System*

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**Table of Contents*****Crisis Management Framework***

In order to have a clear critical response rationale and associated decision-making criteria, we have developed systems designed to ensure that our operations are not interrupted or can be restored to normal quickly in the event of a natural disaster or system failure so as to minimize any disruption to customers and markets. A crisis management team within the holding company is the central coordinating body in the event of any emergency. Based on information collected from crisis management personnel at the major subsidiaries, this central body would assess the overall impact of a crisis on the Group's business and establish task forces that could implement all countermeasures to restore full operations. We have business continuity plans to maintain continuous operational viability in the event of natural disasters, system failures and other types of emergencies. Regular training drills are conducted to upgrade the practical effectiveness of these systems.

Recognizing that our operations, particularly in Japan, are subject to the risk of earthquakes and other natural disasters as well as accidents resulting from such disasters, including a sudden massive blackout in major metropolitan areas in Japan, and that our contingency plans may not address all eventualities that may occur in the event of a material disruption to our operations, we conduct a comprehensive review of our existing business continuity plan to more effectively respond to such extreme scenarios, and contemplate and implement measures to augment our current business continuity management framework, including enhancing our off-site back-up data storage and other information technology systems.

**Implementation of Basel Standards**

In determining capital ratios under the FSA guidelines implementing Basel III, we and our banking subsidiaries used the Advanced Internal Ratings-Based approach, or the AIRB approach, to calculate capital requirements for credit risk as of March 31, 2017. The Standardized Approach is used for some subsidiaries that are considered to be immaterial to the overall MUFG capital requirements, and MUAH has adopted a phased rollout of the Internal Ratings-Based Approach. We reflect market risk in our risk-weighted assets by applying the Internal Models Approach to calculate general market risk and the Standardized Measurement Method to calculate specific risk. Under the Internal Models Approach, we principally use a historical simulation model to calculate value-at-risk, or VaR, amounts by estimating the profit and loss on our portfolio by applying actual fluctuations in historical market rates and prices over a fixed period. Under the FSA guidelines implementing Basel III, we reflect operational risk in our risk-weighted assets by using the Standardized Approach and the Advanced Measurement Approach. The Basel Committee on Banking Supervision has issued proposals to revise the current market risk framework, including stricter measures applicable to some of our investment securities portfolio. For more information, see Operational Risk Management.

Based on the Basel III framework, the Japanese capital ratio framework has been revised to implement the more stringent requirements, which are being implemented in phases beginning on March 31, 2013. Likewise, local banking regulators outside of Japan, such as those in the United States, have begun, or are expected, to revise the capital and liquidity requirements imposed on our subsidiaries and operations in those countries to implement the more stringent requirements of Basel III as adopted in those countries. We intend to carefully monitor further developments with an aim to enhance our corporate value and maximize shareholder value by integrating the various strengths within the MUFG Group. For more information on the Basel regulatory framework and requirements, see Item 4.B. Information on the Company Business Overview Supervision and Regulation.

**Credit Risk Management**

Credit risk is the risk of losses due to deterioration in the financial condition of a borrower. We have established risk management systems to maintain asset quality, manage credit risk exposure and achieve earnings commensurate with risk.

Our major banking subsidiaries (which include BTMU and MUTB) apply a uniform credit rating system for asset evaluation and assessment, loan pricing, and quantitative measurement of credit risk. This system also

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underpins the calculation of capital requirements and management of credit portfolios. We continually seek to upgrade credit portfolio management, or CPM, expertise to achieve an improved risk-adjusted return based on the Group's credit portfolio status and flexible response capability to economic and other external changes.

### ***Credit Risk Management System***

The credit portfolios of our major banking subsidiaries are monitored and assessed on a regular basis by the holding company to maintain and improve asset quality. A uniform credit rating and asset evaluation and assessment system is used to ensure timely and proper evaluation of all credit risks.

Under our credit risk management system, each of our subsidiaries in the banking, securities, consumer finance, and leasing businesses, manages its respective credit risk on a consolidated basis based on the attributes of the risk, while the holding company oversees and manages credit risk on an overall group-wide basis. The holding company also convenes regular committee meetings to monitor credit risk management at banking subsidiaries and to issue guidance where necessary.

Each major banking subsidiary has in place a system of checks and balances in which a credit administration section that is independent of the business promotion sections screens individual transactions and manages the extension of credit. At the management level, regular meetings of the Credit & Investment Management Committee and related deliberative bodies ensure full discussion of important matters related to credit risk management. Besides such checks and balances and internal oversight systems, credit examination sections also undertake credit testing and evaluation to ensure appropriate credit risk management.

The following diagram summarizes the credit risk management framework for our major banking subsidiaries:

### ***Credit Rating System***

MUFG and its major banking subsidiaries use an integrated credit rating system to evaluate credit risk. The credit rating system consists primarily of borrower rating, facility risk rating, structured finance rating and asset securitization rating.

Country risk is also rated on a uniform group-wide basis. Our country risk rating is reviewed periodically to take into account relevant political and economic factors, including foreign currency availability.

Risk exposure for small retail loans, such as residential mortgage loans, is managed by grouping loans into various pools and assigning ratings at the pool level.





**Table of Contents*****Borrower rating***

Our borrower rating classifies borrowers into 15 grades based on evaluations of their expected debt-service capability over the next three to five years.

The following table sets forth our borrower grades:

***Definition of MUFG Borrower Rating***

<b>MUFG Borrower Rating</b>	<b>MUFG Borrower Rating Definition</b>
1	The capacity to meet financial commitments is extremely certain, and the borrower has the highest level of creditworthiness.
2	The capacity to meet financial commitments is highly certain, but there are some elements that may result in lower creditworthiness in the future.
3	The capacity to meet financial commitments is sufficiently certain, but there is the possibility that creditworthiness may fall in the long run.
4	There are no problems concerning the capacity to meet financial commitments, but there is the possibility that creditworthiness may fall in the long run.
5	There are no problems concerning the capacity to meet financial commitments, and creditworthiness is in the middle range.
6	There are no problems concerning the capacity to meet financial commitments presently, but there are elements that require attention if the situation changes.
7	There are no problems concerning the capacity to meet financial commitments presently, but long-term stability is poor.
8	There are no problems concerning the capacity to meet financial commitments presently, but long-term stability is poor, and creditworthiness is relatively low.
9	The capacity to meet financial commitments is somewhat poor, and creditworthiness is the lowest among Normal customers.
10 through 12	Borrowers who must be closely monitored because of the following business performance and financial conditions: (1) Borrowers who have problematic business performance, such as virtually delinquent principal repayment or interest payment; (2) Borrowers whose business performance is unsteady, or who have unfavorable financial conditions; (3) Borrowers who have problems with loan conditions, for whom interest rates have been reduced or shelved.
10	Although business problems are not serious or their improvement is seen to be remarkable, there are elements of potential concern with respect to the borrower's management, and close monitoring is required.
11	Business problems are serious, or require long-term solutions. Serious elements concerning business administration of the borrower have emerged, and subsequent debt repayment needs to be monitored closely.
12	Borrowers who fall under the criteria of Rating 10 or 11 and have a loan concession granted. Borrowers who have Loans contractually past due 90 days or more. (As a rule, delinquent borrowers are categorized as Likely to Become Bankrupt, but the definition here applies to borrowers delinquent for 90 days or more because of inheritance and other special reasons.)
13	Borrowers who pose a serious risk with respect to debt repayment, loss is likely to occur in the course of transactions. While still not bankrupt, these borrowers are in financial difficulty, with poor progress in achieving restructuring plans, and are likely to become bankrupt in the future.
14	While not legally bankrupt, borrowers who are considered to be virtually bankrupt because they are in serious financial difficulty and have no prospects for an improvement in their business operations.

15

Borrowers who are legally bankrupt (i.e., who have no prospects for continued business operations because of non-payment, suspension of business, voluntary liquidation, or filing for legal liquidation).

The Japanese regulatory authorities require Japanese banks to categorize borrowers as follows:

Normal borrowers (generally corresponding to borrowers in categories 1 through 9 in our ratings), which are borrowers that are performing well, with no significant financial concerns,

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Borrowers requiring close watch (generally corresponding to borrowers in categories 10 through 12 in our ratings), which include loans that have been amended to allow for delays or forgiveness of interest payments, borrowers experiencing difficulty in complying with loan terms and conditions and borrowers that are recording losses or performing badly,

Borrowers likely to become bankrupt (generally corresponding to borrowers in category 13 in our ratings), which relate to borrowers who pose a serious risk with respect to debt repayment, loss is likely to occur in the course of transactions. While still not bankrupt, these borrowers are in financial difficulty, with poor progress in achieving restructuring plans, and are likely to become bankrupt in the future,

Virtually bankrupt borrowers (generally corresponding to borrowers in category 14 in our ratings), which are not legally bankrupt, but borrowers who are considered to be virtually bankrupt because they are in serious financial difficulty and have no prospects for an improvement in their business operations, and

Bankrupt borrowers or de facto bankrupt borrowers (generally corresponding to borrowers in category 15 in our ratings), which are borrowers who are legally bankrupt (i.e., who have no prospects for continued business operations because of non-payment, suspension of business, voluntary liquidation, or filing for legal liquidation) proceedings.

The primary data utilized in our assessment of borrowers include the borrower's financial statements and notes thereto as well as other public disclosure made by the borrower. In addition, when appropriate and possible, we obtain non-public financial and operating information from borrowers, such as the borrower's business plan, borrower's self-evaluation of its operating assets and other borrower information about its business and products.

Based on the borrower and industry information, we assign borrower ratings mainly by applying financial scoring models either developed internally or by third party vendors, depending on the borrower's attributes, whether the borrower is domestic or foreign, whether the borrower is a large corporation or a small and medium-sized corporation, and whether the borrower is a corporate entity or another type of legal entity (such as a school, hospital or fund).

For example, for domestic small and medium-sized corporations, which constitute the largest borrower attribute in our current loan portfolio in terms of number of borrowers, we have adopted an internally developed financial scoring model, exclusively designed and developed for such attribute. We have selected various financial ratios that we believe to be useful and meaningful to quantitatively measure and assess the borrowers' financial standing and repayment capability. Such financial ratios represent, among other things, borrowers' growth, profitability, stability, cash flow, company size and capital efficiency. The model is periodically tested against historical results. The following is an illustration of some of the financial ratios we utilize as part of our financial scoring model:

To measure growth: Sales growth, and growth in total assets,

To measure profitability: Current profit to sales, and profit before tax to sales, and

To measure stability: Equity ratio and current ratio.

The financial score obtained through the models is reviewed and, when necessary, adjusted downward to reflect our qualitative assessment of the borrower's financial strength and other factors that could affect the borrower's ability to service the debt. For example, we take into account: capability of turning around the business (in case of borrowers with losses) or recovering positive net worth (in case of borrowers with negative

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net worth), industry risk, management risk, legal risk, as well as our assessment of the probability of receiving support from parent companies (if the borrower is a subsidiary of a large listed company).

When adjusting the results of primary financial scoring assigned to borrowers with losses, we consider the severity of losses and the possibility of improving operating results. We analyze and assess whether the loss is

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temporary, the trend in operating results is improving, or the loss is expected to continue for an extended period. When adjusting the results of primary financial scoring assigned to borrowers with losses or borrowers with negative net worth, we also analyze whether the borrower can return to a positive net worth, and the time period needed to achieve such recovery (one to two years, three to five years, or five years or more).

In addition, adjustments based on industry risk are based on future prospects, applicable laws and regulations, and other factors surrounding the industry. Adjustments for management risk reflect our assessment of management's track record, the composition of the management team including the board of directors, any management succession plan as well as the risk management and compliance framework of the borrower. Adjustments for legal risk are made when the borrower is facing a lawsuit and when there is a possibility of a significant claim payment related to product liability, intellectual property, environmental problems, building standard law, and other legal issues.

When assessing the probability of receiving support from parent companies, various factors are examined, such as the parent company's credit standings, whether key management personnel are sent by the parent, whether the borrower is consolidated by the parent, and the proportion of the borrower in consolidated sales and profits of the parent.

In addition, we consider outside ratings, and our internal borrower ratings may be adjusted when deemed appropriate.

### ***Facility risk rating***

Facility risk rating is used to evaluate and classify the quality of individual credit facilities, including guarantees and collateral. Ratings are assigned by quantitatively measuring the estimated loss rate of a facility in the event of a default.

### ***Structured finance rating and asset securitization rating***

Structured finance rating and asset securitization rating are used to evaluate and classify the quality of individual credit facilities, including guarantees and collateral, and focus on the structure, including the applicable credit period, of each credit facility. In evaluating the debt service potential of a credit facility, we scrutinize its underlying structure to determine the likelihood of the planned future cash flows being achieved.

### ***Pool assignment***

Each major banking subsidiary has its own system for pooling and rating small retail loans designed to reflect the risk profile of its loan portfolios.

### ***Asset evaluation and assessment system***

The asset evaluation and assessment system is used to classify assets held by us according to the probability of collection and the risk of any impairment in value based on borrower classifications consistent with the borrower ratings and the status of collateral, guarantees, and other factors.

The system is used to conduct write-offs and allocate allowances against credit risk in a timely and adequate manner.

*Quantitative Analysis of Credit Risk*

MUFG and its major banking subsidiaries manage credit risk by monitoring credit amount and expected losses, and run simulations based on internal models to estimate the maximum amount of credit risk. These models are used for internal management purposes, including loan pricing and measuring economic capital.

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When quantifying credit risk amounts using the internal models, MUFG and its major banking subsidiaries consider various parameters, including probability of default, loss given default, and exposure at default used in their borrower ratings, facility risk ratings and pool assignments as well as any credit concentration risk in particular borrower groups or industry sectors. MUFG and its major banking subsidiaries also share credit portfolio data in appropriate cases.

### ***Loan Portfolio Management***

We aim to achieve and maintain levels of earnings commensurate with credit risk exposure. Products are priced to take into account expected losses, based on the internal credit ratings.

We assess and monitor loan amounts and credit exposure by credit rating, industry and region. Portfolios are managed to limit concentrations of risk in specific categories in accordance with our Large Credit Guidelines.

To manage country risk, we have established specific credit ceilings by country. These ceilings are reviewed when there is a material change in a country's credit standing, in addition to being subject to a regular periodic review.

### ***Continuous CPM Improvement***

With the prevalence of securitized products and credit derivatives in global markets, we seek to supplement conventional CPM techniques with advanced methods based on the use of such market-based instruments.

Through credit risk quantification and portfolio management, we aim to improve the risk return profile of the Group's credit portfolio, using financial markets to rebalance credit portfolios in a dynamic and active manner based on an accurate assessment of credit risk. The following diagram summarizes our CPM framework:

### ***Credit Portfolio Management (CPM) Framework***

### **Risk Management of Strategic Equity Portfolio**

Strategic equity investment risk is the risk of loss caused by a decline in the prices of our equity investments.

We hold shares of various corporate clients for strategic purposes, in particular to maintain long-term relationships with these clients. These investments have the potential to increase business revenue and appreciate in value. At the same time, we are exposed to the risk of price fluctuation in the Japanese stock market. For that



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reason, in recent years, it has been a high priority for us to reduce our equity portfolio to limit the risks associated with holding a large equity portfolio, but also to respond to applicable regulatory requirements as well as increasing market expectations and demands for us to reduce our equity portfolio. We are required to comply with a regulatory framework that prohibits Japanese banks from holding an amount of shares in excess of their adjusted Tier 1 capital.

We use quantitative analysis to manage the risks associated with the portfolio of equities held for strategic purposes. According to internal calculations, the market value of our strategically held (Tokyo Stock Exchange-listed) stocks (excluding foreign stock exchange-listed stocks) as of March 31, 2017 was subject to a variation of approximately ¥3.41 billion when TOPIX index moves one point in either direction.

We seek to manage and reduce strategic equity portfolio risk based on quantitative analysis such as the sensitivity analysis described above. The aim is to keep this risk at appropriate levels compared with Tier 1 capital while generating returns commensurate with the degree of risk exposure.

## **Market Risk Management**

Market risk is the risk that the value of our assets and liabilities could be adversely affected by changes in market variables such as interest rates, securities prices, or foreign exchange rates.

Management of market risk at MUFG aims to control related risk exposure across the Group while ensuring that earnings are commensurate with levels of risk.

### ***Market Risk Management System***

We have adopted an integrated system to manage market risk from our trading and non-trading activities. The holding company monitors group-wide market risk, while each of the major subsidiaries manages its market risks on a consolidated and global basis.

At each of the major subsidiaries, checks and balances are maintained through a system in which back and middle offices operate independently from front offices. In addition, separate Asset-Liability Management, or ALM, Committee and Risk Management Meetings are held at each of the major subsidiaries every month to deliberate important matters related to market risk and control.

The holding company and the major subsidiaries allocate economic capital commensurate with levels of market risk and determined within the scope of their capital bases. The major subsidiaries have established quantitative limits relating to market risk based on their allocated economic capital. In addition, in order to keep losses within predetermined limits, the major subsidiaries have also set limits for the maximum amount of losses arising from market activities. The following diagram summarizes the market risk management system of each major subsidiary:



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**Table of Contents*****Market Risk Management and Control***

At the holding company and the major subsidiaries, market risk exposure is reported to the Chief Risk Management Officers on a daily basis. At the holding company, the Chief Risk Management Officer monitors market risk exposure across the Group as well as the major subsidiaries control over their quantitative limits for market risk and losses. Meanwhile, the Chief Risk Management Officers at the major subsidiaries monitor their own market risk exposure and their control over their quantitative limits for market risk and losses. In addition, various analyses on risk profiles, including stress testing, are conducted and reported to the Executive Committees and the Corporate Risk Management Committees on a regular basis. At the business unit levels in the major subsidiaries, the market risks on their marketable assets and liabilities, such as interest rate risk and foreign exchange rate risk, are controlled by entering into various hedging transactions using marketable securities and derivatives.

As part of our market risk management activities, we use certain derivative financial instruments to manage our interest rate and currency exposures. We maintain an overall interest rate risk management strategy that incorporates the use of interest rate contracts to minimize significant unplanned fluctuations in earnings that are caused by interest rate volatility. We enter into interest rate swaps and other contracts as part of our interest rate risk management strategy primarily to alter the interest rate sensitivity of our loans, investment securities and deposit liabilities. Our principal objectives in risk management include asset and liability management. Asset and liability management is viewed as one of the methods for us to manage our interest rate exposures on interest-earning assets and interest-bearing liabilities. Interest rate contracts, which are generally non-leveraged generic interest rate and basis swaps, options and futures, allow us to effectively manage our interest rate risk position. Option contracts primarily consist of caps, floors, swaptions and options on index futures. Futures contracts used for asset and liability management activities are primarily index futures providing for cash payments based upon the movement of an underlying rate index. We enter into forward exchange contracts, currency swaps and other contracts in response to currency exposures resulting from on-balance sheet assets and liabilities denominated in foreign currencies in order to limit the net foreign exchange position by currency to an appropriate level.

These market risk management activities are performed in accordance with the predetermined rules and procedures. The internal auditors regularly verify the appropriateness of the management controls over these activities and the risk evaluation models adopted.

***Market Risk Measurement Model***

Market risks consist of general risks and specific risks. General market risks result from changes in entire markets, while specific risks relate to changes in the prices of individual stocks and bonds which are independent of the overall direction of the market.

To measure market risks, MUFG uses the VaR method which estimates changes in the market value of portfolios within a certain period by statistically analyzing past market data. Since the daily variation in market risk is significantly greater than that in other types of risk, MUFG measures and manages market risk using VaR on a daily basis.

Market risk for trading and non-trading activities is measured using a uniform market risk measurement model. The principal model used for these activities is a historical simulation, or HS, model (holding period, 10 business days; confidence interval, 99%; and observation period, 701 business days). The HS model calculates VaR amounts by estimating the profit and loss on the current portfolio by applying actual fluctuations in market rates and prices over a fixed period in the past. This method is designed to capture certain statistically infrequent movements, such as a fat tail, and accounts for the characteristics of financial instruments with non-linear behavior. The holding company and banking subsidiaries also use the HS model as part of the calculation of their Basel III regulatory capital adequacy ratios.

In calculating VaR using the HS method, we have implemented an integrated market risk measurement system throughout the Group. Our major subsidiaries calculate their VaR based on the risk and market data

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prepared by the information systems of their front offices and other departments. The major subsidiaries provide this risk data to the holding company, which calculates overall VaR, taking into account the diversification effect among all portfolios of the major subsidiaries.

For the purpose of internally evaluating capital adequacy on an economic capital basis in terms of market risk, we use this market risk measurement model to calculate risk amounts based on a holding period of one year and a confidence interval of 99.9%.

Monitoring and managing our sensitivity to interest rate fluctuations is the key to managing market risk in MUFG's non-trading activities. The major banking subsidiaries take the following approach to measuring risks concerning core deposits, loan prepayments and early deposit withdrawals.

To measure interest rate risk relating to deposits without contract-based fixed maturities, the amount of core deposits is calculated through a statistical analysis based on deposit balance trend data and the outlook for interest rates on deposits, business decisions, and other factors. The amount of core deposit is categorized into various groups of maturity terms of up to ten years to recognize interest rate risk. The calculation assumptions and methods to determine the amount of core deposits and maturity term categorization are regularly reviewed.

Meanwhile, deposits and loans with contract-based maturities are sometimes cancelled or repaid before their maturity dates. To measure interest rate risk for these deposits and loans, we reflect these early termination events mainly by applying early termination rates calculated based on a statistical analysis of historical repayment and cancellation data together with historical market interest rate data.

### ***Summaries of Market Risks (Fiscal Year Ended March 31, 2017)***

#### ***Trading activities***

The aggregate VaR for our total trading activities as of March 31, 2017 was ¥15.87 billion, comprising interest rate risk exposure of ¥15.21 billion, foreign exchange risk exposure of ¥6.14 billion, and equity-related risk exposure of ¥1.89 billion. Compared with the VaR as of March 31, 2016, we experienced a decrease in market risk during the fiscal year ended March 31, 2017, primarily due to a decrease in foreign exchange risk and interest rate risk.

Our average daily VaR for the fiscal year ended March 31, 2017 was ¥17.52 billion. Based on a simple sum of figures across market risk categories, interest rate risk accounted for approximately 63%, foreign exchange risk for approximately 30% and equity-related risk for approximately 7%, of our total trading activity market risks.

Due to the nature of trading operations which involves frequent changes in trading positions, market risk varied substantially during the fiscal year, depending on our trading positions.

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The following tables set forth the VaR related to our trading activities by risk category for the periods indicated:

April 1, 2015	March 31, 2016	Average	Maximum <sup>(1)</sup>	Minimum <sup>(1)</sup>	March 31, 2016
		(in billions)			
MUFG		¥ 15.76	¥ 25.02	¥ 9.70	¥ 21.17
Interest rate		15.43	26.22	9.62	22.93
Yen		10.01	22.17	5.30	18.24
U.S. Dollars		6.24	15.67	2.96	10.04
Foreign exchange		5.91	15.30	2.71	13.37
Equities		2.05	18.30	0.49	1.74
Commodities		0.04	0.19	0.00	0.00
Less diversification effect			(7.67)		(16.87)

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April 1, 2016	March 31, 2017	Average	Maximum <sup>(1)</sup>	Minimum <sup>(1)</sup>	March 31, 2017
		(in billions)			
MUFG		¥ 17.52	¥ 30.10	¥ 12.55	¥ 15.87
Interest rate		18.43	28.08	14.30	15.21
Yen		10.59	21.25	5.40	7.95
U.S. Dollars		8.87	12.79	6.02	6.69
Foreign exchange		8.81	16.59	5.45	6.14
Equities		2.00	5.85	1.02	1.89
Commodities		0.01	0.16	0.00	0.00
Less diversification effect		(11.73)			(7.37)

**Assumptions for VaR calculations:**

Historical simulation method

Holding period: 10 business days

Confidence interval: 99%

Observation period: 701 business days

Note:

(1) The maximum and minimum VaR overall and for various risk categories were taken from different days. A simple summation of VaR by risk category is not equal to total VaR due to the effect of diversification.

The average daily VaR by quarter in the fiscal year ended March 31, 2017 was as follows:

Quarter	Daily average VaR (in billions)
April June 2016	¥ 23.12
July September 2016	15.34
October December 2016	16.01
January March 2017	15.62

The quantitative market risk figures from trading activities tend to fluctuate widely due to the market sensitive nature of the trading business. During the fiscal year ended March 31, 2017, the revenue from our trading activities has been relatively stable, keeping positive numbers in 247 days out of 261 trading days in the period. During the same period, there were 123 days with positive revenue exceeding ¥1 billion and 6 days with negative revenue exceeding minus ¥1 billion.

*Non-trading Activities*

The aggregate VaR for our total non-trading activities as of March 31, 2017, excluding market risks related to our strategic equity portfolio and measured using the same standards as trading activities, was ¥372.0 billion. Market risk related to interest rates equaled ¥273.1 billion and equities-related risk equaled ¥259.3 billion. Compared with the VaR as of March 31, 2016, we experienced a decrease in market risk during the fiscal year ended March 31, 2017, primarily due to a decrease in interest rate risk. For a description of our strategic equity investment risk management, see -Risk Management of Strategic Equity Portfolio.

Based on a simple sum of figures across market risk categories, interest rate risks accounted for approximately 51% of our total non-trading activity market risks. Looking at a breakdown of interest rate related risk by currency, as of March 31, 2017, the yen accounted for

approximately 61% while the U.S. dollar accounted for approximately 31%, and the euro approximately 8%.



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The following table shows the VaR related to our non-trading activities by risk category for the fiscal year ended March 31, 2017:

April 1, 2016	March 31, 2017	Average	Maximum <sup>(1)</sup>	Minimum <sup>(1)</sup>	March 31, 2017
		(in billions)			
Interest rate		¥ 393.1	¥ 528.5	¥ 265.7	¥ 273.1
Yen		290.7	345.1	231.1	240.7
U.S. Dollars		220.6	289.3	116.3	121.4
Foreign exchange		2.6	5.4	1.0	5.4
Equities <sup>(2)</sup>		236.7	266.6	185.3	259.3
Less diversification effect		(171.2)			(165.8)
Total		461.2	564.5	368.9	372.0

**Assumptions for VaR calculations:**

Historical simulation method

Holding period: 10 business days

Confidence interval: 99%

Observation period: 701 business days

Notes:

- (1) The maximum and minimum VaR overall for each category and in total were taken from different days. A simple summation of VaR by risk category is not equal to total VaR due to the effect of diversification.
- (2) The equities-related risk figures do not include market risk exposure from our strategic equity portfolio.

The average daily interest rate VaR by quarter in the fiscal year ended March 31, 2017 was as follows.

Quarter	Daily average VaR (in billions)
April June 2016	¥ 531.3
July September 2016	490.1
October December 2016	436.6
January March 2017	386.5

Comparing the proportion of each currency's interest rate VaR to the total interest rate VaR as of March 31, 2017 against that as of March 31, 2016, there was a 15 percentage point increase in the Japanese yen from 46% to 61%, a 7 percentage point decrease in the U.S. dollar from 38% to 31%, and a 8 percentage point decrease in the euro from 16% to 8%.

**Backtesting**

We conduct backtesting in which a VaR is compared with hypothetical profits and losses on a daily basis to verify the accuracy of our VaR measurement model. We also conduct additional backtesting using other methods, including testing VaR against actual realized and unrealized losses and testing VaR by various changing parameters such as confidence intervals and observation periods used in the model.

Hypothetical losses never exceeded VaR in the fiscal year ended March 31, 2017. This means that our VaR model provided reasonably accurate measurements of market risk during the fiscal year.

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The following graph shows daily VaR of trading activities and the distribution of corresponding hypothetical profits and losses for the fiscal year ended March 31, 2017:

The following graph shows VaR of trading activities and hypothetical profits and losses on a daily basis for the fiscal year ended March 31, 2017:

***Stress Testing***

We use an HS-VaR model, which calculates potential changes in the market value of our portfolio as a statistically possible amount of losses that could be incurred due to market fluctuations within a certain period (or holding period, of 10 business days) based on historical market volatility for a certain period (or observation period, of 701 business days, or approximately three years). Actual losses may exceed the value at risk obtained by the application of the model in the event, for example, that the market fluctuates to a degree not accounted for in the observation period, or that the correlations among various risk factors, including interest rates and foreign currency exchange rates, deviate from those assumed in the model.

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In order to complement these weaknesses of the HS-VaR model and measure potential losses that the model is not designed to capture, we conduct stress testing. For example, we measure on a quarterly basis potential losses that could be incurred in our portfolio by applying various stress scenarios, including the 10-year most extreme movement in each of the risk factors as well as actual past market movement observed beyond the 10 year historical observation period. Through daily stress testing, we estimate maximum potential losses in each market on the current trading portfolio based on the worst ten-day historical volatility recorded during the VaR observation period of 701 days. As of March 31, 2017, we held a total trading activity position subject to estimated maximum potential losses of ¥10.8 billion as compared to ¥21.6 billion as of March 31, 2016. In addition, the holding company and major subsidiaries conduct stress testing, as appropriate, by applying various stress scenarios, including those which take into account estimates regarding future market volatility, in order to better identify risks and manage our portfolio in a more stable and appropriate manner. The holding company and major subsidiaries also measure stressed VaR relating to their trading activities based on a one-year observation period with the highest VaR at least in the immediately preceding ten years.

## **Liquidity Risk Management**

Liquidity risk is the risk of incurring losses if a poor financial position hampers the ability to meet funding requirements, or necessitates fund procurement at interest rates markedly higher than normal.

Our major subsidiaries maintain appropriate liquidity in both Japanese yen and foreign currencies by managing their funding sources and mechanisms, such as liquidity gap, liquidity-supplying products such as commitment lines, and buffer assets.

We have established a group-wide system for managing liquidity risk by categorizing the risk in the following three stages: normal, concern and crisis. The front offices and risk management offices of the major subsidiaries and the holding company exchange information and data on liquidity risk even at the normal stage. At higher alert stages, we centralize information about liquidity risk and discuss issues relating to group-wide liquidity control actions among group companies, if necessary. We have also established a system for liaison and consultation on funding in preparation for contingency, such as natural disasters, wars and terrorist attacks. The holding company and the major subsidiaries conduct group-wide contingency preparedness drills on a regular basis to ensure smooth implementation in the event of an emergency.

In addition, we have established a group-wide system for ensuring compliance with the minimum regulatory liquidity coverage ratio requirements by categorizing the risk in the following three stages: sufficient, concern and insufficient. The holding company and the major subsidiaries exchange information and data on LCR even at the sufficient stage. At higher alert stages, we hold group-wide LCR liaison meetings to discuss issues relating to LCR and, based on the discussion as well as the information and data that have been shared, take countermeasures to improve LCR as necessary.

For more information, see [Item 5.B. Operating and Financial Review and Prospects](#) [Liquidity and Capital Resources](#) [Financial Condition](#) [Sources of Funding and Liquidity](#).

## **Operational Risk Management**

Operational risk refers to the risk of loss caused by either internal control issues such as inadequate operational processes or misconduct, system failures, or external factors such as serious political instability, major terrorist activity, health epidemics or natural disasters. The term includes a broad range of risks that could lead to losses, including operations risk, information asset risk, tangible asset risk, personnel risk, legal risk and

reputation risk. These risks that comprise operational risk are referred to as sub-category risks.

The holding company has established, based on its Executive Committee's determination, the MUFG Operational Risk Management Policy as a group-wide policy for managing operational risk. This policy sets forth the core principles regarding operational risk management, including the definition of operational risk, and the risk management system and processes. The policy also requires the board of directors and the Executive Committee to formulate fundamental principles of operational risk management and establish and maintain an

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appropriate risk management system. The Chief Risk Management Officer is responsible for recognizing, evaluating, and appropriately managing operational risk in accordance with the fundamental principles formulated by the board of directors and the Executive Committee. A division in charge of operational risk management has been established that is independent of business promotion sections to manage overall operational risk in a comprehensive manner. These fundamental principles have also been approved by the boards of directors of the major subsidiaries, providing a consistent framework for operational risk management of the Group. The diagram below sets forth the operational risk management system of each major banking subsidiary:

*Operational Risk Management System of Our Major Banking Subsidiaries*

As set forth in the following diagram, we have established a risk management framework for loss data collection, control self assessment, and measurement of operational risk in order to appropriately identify, recognize, evaluate, measure, control, monitor and report operational risk.

We have also established group-wide reporting guidelines with respect to loss data collection and its monitoring. We focus our efforts on ensuring accurate assessment of the status of operational risk losses and the implementation of appropriate countermeasures, while maintaining databases of internal and external loss events.

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The following diagram summarizes our operational risk management framework:

### *Operational Risk Management Framework*

### *Operations Risk Management*

Operations risk refers to the risk of loss that is attributable to the actions of executives or employees, whether accidental or the result of neglect or deliberate misconduct. The Group companies offer a wide range of financial services, ranging from commercial banking products such as deposits, exchange services and loans to trust and related services covering pensions, securities, real estate and securitization, as well as transfer agent services. Cognizant of the potentially significant impact that operations risk-related events could have in terms of both economic losses and damage to our reputation, our banking subsidiaries continue to work on improving their management systems to create and apply appropriate operations risk-related controls.

Specific ongoing measures to reduce operations risk include the development of databases to manage, analyze and prevent the recurrence of related loss events; efforts to tighten controls over administrative procedures and related operating authority, while striving to improve human resources management; investments in systems to improve the efficiency of administrative operations; and programs to expand and upgrade internal auditing and operational guidance systems.

Senior management receives regular reports on the status of our businesses from an operations risk management perspective. We work to promote the sharing within the Group of information and expertise concerning any operational incidents and the measures implemented to prevent any recurrence.

Efforts to upgrade the management of operations risk continue with the aim of providing our customers with a variety of high-quality services.

### *Information Asset Risk Management*

Information asset risk refers to the risk of loss caused by loss, alteration, falsification or leakage of information, or by destruction, disruption, errors or misuse of information systems, as well as risks similar to this

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risk. In order to ensure proper handling of information and prevent loss or leakage of information, our major banking subsidiaries strive to better manage and reduce such risks through the appointment of managers with specific responsibilities for information security issues, the establishment of internal procedures, training courses designed for all staff, and the implementation of measures to ensure stable IT systems control. We have also formulated the Personal Information Protection Policy as the basis for ongoing programs to protect the confidentiality of personal information.

Systems planning, development and operations include appropriate design and extensive testing phases to ensure that systems are designed to help prevent failures while providing sufficient safeguards for the security of personal information. The status of the development of any mission-critical IT systems is reported regularly to senior management. We have developed disaster countermeasures systems and have also been investing in duplication of the Group's IT infrastructure to minimize damage in the event of any system failure. Emergency drills are conducted to help increase staff preparedness.

With the aim of preventing any recurrence, we also work to promote sharing of information within the Group related to the causes of any loss or leakage of information, or system failure.

In addition, management recognizes the threat of increasingly sophisticated cyber-attacks as a significant risk, and continues to work to strengthen measures designed to address and mitigate the risk, including the establishment of a Computer Emergency Response Team, or MUFG-CERT, implementation of multi-layered defense and detection measures, enhancement of monitoring systems through the Security Operation Centers established in Japan, the United States, Europe and Asia, and cooperation with domestic and overseas organizations with relevant expertise. Management regularly examines and updates its assessment of the risk and the measures.

Under our information asset risk management framework, a team of cyber security personnel in MUFG-CERT are charged with the responsibility of taking, coordinating and managing prompt action in response to cyber security incidents to mitigate their impact.

### ***Tangible Asset Risk Management***

Tangible asset risk refers to the risk of loss due to damage to tangible assets or deterioration in the operational environment caused by disasters or inadequate asset maintenance, as well as risks similar to this risk. Tangible assets include movable physical properties and immovable properties, owned or leased, such as land, buildings, equipment attached to buildings, fixtures and furniture. We recognize the potentially significant impact tangible asset risk-related events can have on the management and execution of the Group's businesses, which in turn can result in economic losses to, or diminished market confidence in, the Group. Accordingly, we continue to improve our risk control framework designed to appropriately manage such risk.

### ***Personnel Risk Management***

Personnel risk refers to the risk of loss due to an outflow or loss of human resources or deterioration in employee morale, as well as risks similar to this risk. We recognize the potentially significant impact personnel risk-related events can have on the management and execution of the Group's businesses, which in turn can result in economic losses to, or diminished market confidence in, the Group. Accordingly, we continue to work on improving our risk control framework designed to appropriately manage such risk.



*Legal Risk Management*

Legal risk refers to the risk of loss due to failure to comply with applicable laws and regulations, adequately evaluate contractual rights and obligations, or appropriately deal with disputes, as well as other similar risks. We recognize the potentially significant impact legal risk-related events can have on the management and execution

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of the Group's businesses, which in turn can result in economic, reputation and other losses to, or diminished market confidence in, the Group. Accordingly, we continue to work on improving our risk control framework designed to appropriately manage such risk.

Specifically, in order to promote compliance, we have established our Principles of Ethics and Conduct as the basic legal compliance policy for the Group's directors and employees. In addition, a compliance management division has been established at each of the holding company and the major subsidiaries. See [Compliance](#) below. Moreover, the legal division at each of the holding company and the major subsidiaries centrally and uniformly evaluates legal issues prior to entering into contracts, deals with disputes and manages other legal matters. Through these and other measures, we endeavor to effectively manage our legal risk.

### ***Reputation Risk Management***

Reputation risk refers to the risk of loss due to deterioration in reputation as a consequence of the spread of rumors among customers or in the market, or as a consequence of our inadequate response to particular situations, as well as risks similar to this risk. We recognize the potentially significant impact reputation risk-related events can have on the management and execution of the Group's businesses, which in turn can result in economic losses to, or diminished market confidence in, the Group. Accordingly, we continue to work on improving our risk control framework designed to appropriately manage such risk.

Specifically, in order to manage our reputation risk effectively on a group-wide basis, we have established a risk management system designed to ensure mutual consultation and reporting if a reputation risk-related event occurs or is anticipated and, through this system, share relevant information within the Group.

Through the risk control framework and risk management system, we seek to minimize damage to the reputation and credibility of, and the market confidence in, the Group by promptly obtaining an accurate understanding of relevant facts relating to reputation risk-related events and disclosing information concerning the events and the measures we take in response to such events in an appropriate and timely manner.

### ***Regulatory Capital Requirements for Operational Risk***

#### **(1) Adoption of the Advanced Measurement Approach (AMA)**

We have employed the AMA since March 31, 2012, in place of the Standardized Approach that we had been using previously, for calculation of the operational risk equivalent amount in connection with measuring capital adequacy ratios based on the Basel Standards. On the other hand, we use the Basic Indicator Approach, or BIA, for entities that are deemed to be less important in the calculation of the operational risk equivalent amount and for entities that are still preparing to implement the AMA.

#### **(2) Outline of AMA**

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We have established a measurement model designed to account for four data elements internal loss data, external loss data, scenario analysis, and business environment and internal control factors, or BEICFs and calculate the operational risk equivalent amount by estimating the maximum loss using a 99.9th percentile one-tailed confidence interval and a one-year holding period.

In calculating the operational risk equivalent amount, we exclude expected losses relating to the amount of allowance for repayment of excess interest associated with the consumer finance business of a subsidiary. We do not exclude any other expected losses and do not reflect the risk mitigating impact of insurance. In addition, we take into account credit risk-related events that are not reflected in the measurement of the credit risk equivalent amount.

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**Table of Contents****(3) Outline of Measurement Model**

Our operational risk equivalent amount measured under the AMA is a simple sum of the amounts calculated separately for (1) BTMU on a consolidated basis, (2) MUTB on a consolidated basis, and (3) the holding company and other principal consolidated subsidiaries, in accordance with applicable FSA rules. For each of BTMU and MUTB on a consolidated basis, the operational risk equivalent amount is a simple sum of the amounts calculated based on the seven loss event types defined by the Basel Standards. For other Group companies, the operational risk equivalent amount is a simple sum of the amounts calculated based on eight loss event types consisting of the seven loss event types defined by the Basel Standards and an additional loss event type representing losses relating to repayment of excess interest associated with the consumer finance business of a subsidiary. We do not reflect the correlation effects among the loss event types in the calculation of our operational risk equivalent amount.

*Outline of Measurement Model*

The risk equivalent amount for each loss event type represents the amount of maximum loss estimated with a 99.9th percentile one-tailed confidence interval and a one-year holding period based on the distribution of losses arising from all relevant risk events for a one-year period (Loss Distribution). A Loss Distribution combines a Frequency Distribution (through which the frequency of occurrence of risk events is expressed) and a Loss Severity Distribution (through which the amounts of losses resulting from risk events are expressed) through Monte Carlo simulations. The data used for this purpose include internal loss data and scenario data. Scenario data are generated through a scenario analysis. External data and BEICFs are taken into account in the scenario analysis and reflected in scenario data. The Frequency Distribution is derived from the occurrence frequency information in internal loss data and scenario data expressed through a Poisson Distribution. The Loss Severity Distribution is derived from the amount information in internal loss data and scenario data expressed in a non-parametric manner (where no underlying distribution is assumed).

With respect to the risk of losses relating to repayment of excess interest associated with the consumer finance business of a subsidiary, the risk equivalent amount represents the amount of maximum loss estimated with a 99.9th percentile one-tailed confidence interval and a one-year holding period based on a normal distribution assumed by applying data on losses that arose in a given period, excluding any related expected losses.

We confirm the appropriateness of the measurement models by periodic verification and back testing.

**(4) Outline of Scenario Analysis**

As an initial step of our scenario analysis, we identify potential severe loss events that we have not experienced but may potentially experience in the future. In this identification process, we seek to ensure

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exhaustive coverage of potential severe loss events by comprehensively examining our experience relating to loss events and legal proceedings, external loss data, the control self-assessment results and other relevant information.

In the next step, we prepare scenario data for each identified severe loss event by quantifying the values depending on its occurrence frequency and loss severity, taking into account relevant transaction amounts and restructuring costs as well as BEICFs. In preparing scenario data, we apply an analysis method we deem appropriate for the type and nature of the operational risk involved.

In order to obtain an operational risk equivalent amount that is commensurate with, and appropriate for, our risk profile, we assess the need for an additional scenario or modification to our existing scenarios semi-annually.

We then reflect, as necessary, new risks arising as a result of changes in the business environment and the results of the implementation of measures to enhance our internal controls in response to newly identified risks in our scenario data.

## **Model Risk Management**

Model risk refers to the risk of loss due to decision-making based on information provided by an inaccurate model or the misuse of a model. We recognize the potentially significant impact model risk-related events can have on the management and execution of the Group's businesses, which in turn can result in economic losses to, or diminished market confidence in, the Group. Models are used for increasingly wider and more important purposes, including valuing exposures, instruments and positions, measuring risks, and determining capital adequacy. Accordingly, we continue to work on improving our risk control framework.

## **Compliance**

### ***Basic Policy***

We have clarified our mission, our vision and our values in the Corporate Vision and have expressed our commitment to meeting the expectations of customers and society as a whole. Furthermore, we have established Principles of Ethics and Conduct as the guidelines for how the Group's directors and employees act to realize the Corporate Vision, in which we have expressed our commitment to complying with laws and regulations, to acting with honesty and integrity, and to behaving in a manner that supports and strengthens the trust and confidence of society.

In addition, as we expand the geographic scope of our business globally, we are committed to keeping abreast with developments in laws and regulations of the jurisdictions in which we operate including anti-money laundering and anti-bribery, as well as paying attention to trends in financial crimes.

See Item 3.D. Key Information Risk Factors Risks Related to Our Business Legal and regulatory changes could have a negative impact on our business, financial condition and results of operations. and Item 3.D. Key Information Risk Factors Risks Related to Our Business We may become subject to regulatory actions or other legal proceedings relating to our transactions or other aspects of our operations, which could result in significant financial losses, restrictions on our operations and damage to our reputation. See also Item 4.B. Information on the Company Business Overview Supervision and Regulation.

*Principles of Ethics and Conduct*

*Introduction*

These Principles of Ethics and Conduct establish clear and consistent standards for all MUFG employees to guide decisions and actions. They reflect and support the MUFG Corporate Vision. The principles are organized

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in three sections. Chapter 1 presents the attitude that we adopt with our customers, to act with honesty and integrity and pursue their best interests, which is a core component of our business practices. Chapter 2 presents a set of standards to help us fulfill our responsibilities as a good corporate citizen. MUFG's reputation depends upon the trust and confidence of our customers and other stakeholders, including local communities, and we are responsible to society on a global level. Chapter 3 describes the actions and mindset that will create a stimulating and supportive working environment as MUFG continues to grow. Our success depends on building and maintaining a dynamic workplace where all employees can reach their full potential in ways that support our customers and contribute to society as a whole.

### ***Outline / Overview***

#### ***Chapter 1 Customer Focus***

We place our diverse customers at the center of all our activities and always act in their best interests. MUFG is able to thrive today because of the trust and confidence that customers have placed in us the result of years of fair, transparent, and honorable dealings. Our business culture is not driven by the prospect of short-term, immediate gains. Instead, we place a premium on supporting long-term, sustainable relationships with our customers to help them meet their goals.

##### **1-1. Acting with Honesty and Integrity**

We always place our diverse customers at the center of all activities and act with honesty and integrity in all of our dealings with them. We protect customer assets, including their personal information, and strive at all times not to damage their interests.

##### **1-2. Controlling Quality**

In order to earn the lasting trust and confidence of our customers, we maintain thorough quality control of our products and services in all aspects from product design and development to delivery, and continually improve our processes to provide accurate and secure transactions.

##### **1-3. Exceeding Customer Expectations**

We strive to satisfy the diverse needs of our customers worldwide and to exceed their expectations through the highest standards of professionalism and by effectively leveraging our global network and consolidated strength.

#### ***Chapter 2 Responsibility as a Corporate Citizen***

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As a member of MUFG with global operations, we act honorably, with honesty and integrity, and comply at all times with laws, regulations, rules, and internal policies globally. We strive to maintain stability and confidence in the global financial system and to contribute to the sound growth and development of society. We behave in a manner that supports and strengthens the trust and confidence that MUFG has built up over the years.

### 2-1. Adherence to Laws and Regulations

We always judge and act with honesty and integrity, do what is right, and comply with both the letter and the spirit of the laws, regulations, and rules that apply to us. We avoid insider trading, do not engage in anti-competitive conduct or any form of corrupt activity, and publicly disclose corporate information in an appropriate manner.

### 2-2. Combating Criminal Activity

We do not conduct business with criminal elements. We do not allow our financial products and services to be used for illegal or improper activities such as money laundering, fraud, or financing terrorist activities.



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### 2-3. Commitment to Social Sustainability

We respect the history, culture, and customs of local communities and strive to contribute to their development and the protection of the environment through our corporate activities and employee volunteer efforts.

### *Chapter 3 Ethical and Dynamic Workplace*

We are committed to creating a working environment that fosters mutual respect among MUFG employees, supports the full expression of our individuality as professionals, promotes the power of teamwork, honors diversity, transcends differences, and embraces new challenges.

#### 3-1. Stimulating Workplace

We strive to enhance our knowledge and expertise, focus on maximizing the value of teamwork, and view changes in the business environment as opportunities to launch new initiatives.

#### 3-2. Ethical Workplace

We respect the diversity and human rights of all MUFG employees. We do not engage in or tolerate discrimination, harassment, intimidation, or any other behavior or activity that is inconsistent with these core beliefs. We report any violations of laws and rules, and we manage corporate assets appropriately.

### ***Compliance Framework***

Management and coordination of compliance-related matters are the responsibility of separate compliance management divisions established at the holding company and the major subsidiaries. Each compliance management division formulates compliance programs and organizes training courses to promote compliance, and regularly reports to each company's board of directors and Executive Committee on the status of compliance activities.

The holding company has established a Group Compliance Committee and each major subsidiary has established a Compliance Committee for deliberating key issues related to compliance. Additionally, the holding company has a Group Chief Compliance Officer, or CCO, Committee, which consists of the CCO of the holding company acting as committee chairman and the CCOs of the major subsidiaries. The Group CCO Committee deliberates important matters related to compliance and compliance-related issues for which the Group should share a common understanding.



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The following diagram summarizes our compliance framework:

### *Compliance Framework*

### ***Internal Reporting System and Accounting Auditing Hotline***

The major subsidiaries have established internal reporting systems that aim to identify compliance issues early so that any problems can be quickly rectified. This system includes an independent external compliance hotline. Furthermore, the holding company has set up an MUFG Group Compliance Helpline that acts in parallel with group-company internal reporting systems and provides a reporting channel for directors and employees of group companies. In the holding company, the contents of the reported cases as well as the result of surveys is reported to the audit committee on a regular basis or whenever necessary.

In addition to these internal reporting systems, the holding company has also established an accounting auditing hotline that provides a means to report any problems related to MUFG accounting.

### ***MUFG Accounting Auditing Hotline***

MUFG has set up an accounting auditing hotline to be used to make reports related to instances of improper practices (violations of laws and regulations) and inappropriate practices, or of practices raising questions about such impropriety or inappropriateness, regarding accounting and internal control or audits related to accounting in Group companies. The audit committee oversees the reporting process to ensure the appropriateness and effectiveness of the reporting process and monitors the reports received through the hotline. The reporting process works as follows, and may be carried out via letter or e-mail:

### **Hokusei Law Office, P.C.**

Address: Kojimachi 4-3-4, Chiyoda-ku, Tokyo

e-mail: MUFG-accounting-audit-hotline@hokusei-law.com

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*When reporting information please pay attention to the following:*

Matters subject to reporting are limited to instances regarding MUFG Group companies.

Please provide detailed information with respect to the matter. Without detailed factual information there is a limit to how much our investigations can achieve.

Anonymous information will be accepted.

No information regarding the identity of the informant will be passed on to third parties without the approval of the informant him- or herself. However, this excludes instances where disclosure is legally mandated, or to the extent that the information is necessary for surveys or reports, when data may be passed on following the removal of the informant's name.

Please submit reports in either Japanese or English.

If the informant wishes, we will endeavor to report back to the informant on the response taken within a reasonable period of time following the receipt of specific information, but cannot promise to do so in all instances.

## **Internal Audit**

### ***Role of Internal Audit***

Internal audit functions within MUFG seek to verify the adequacy and effectiveness of internal control systems from a standpoint independent of the operating functions. This includes monitoring the status of risk management and compliance systems, which are critical to the maintenance of sound and appropriate business operations. Internal audit results are reported to senior management. An additional role of internal audit is to make suggestions to help improve or rectify any issues or specific problems that are identified.

### ***Group Internal Audit Framework***

The holding company has instituted MUFG's internal audit policy to define the policy, function and organizational position of internal audits. Separate internal audit divisions have been created within the holding company and certain subsidiaries. Through close cooperation and collaboration among the internal audit divisions of the holding company and these subsidiaries, these internal audit divisions provide coverage for the Group and also support the board of directors of the holding company in monitoring and overseeing all MUFG operations.

In addition to having primary responsibility for initiating and preparing plans and proposals related to internal audits of the Group, the internal audit division at the holding company monitors and, as necessary, guides, advises and administers the internal audit divisions of subsidiaries and affiliated companies. The internal audit divisions within the major subsidiaries conduct audits of the respective head office and branch

operations of these companies. In addition, each of these internal audit divisions undertakes direct audits of their respective subsidiaries, and monitors and oversees the separate internal audit functions established within them. This helps to evaluate and verify the adequacy and effectiveness of internal controls within MUFG on a consolidated basis.

*Implementing Effective and Efficient Internal Audits*

To ensure that internal audit processes use available resources with optimal effectiveness and efficiency, the internal audit divisions implement risk-focused internal audits in which the nature and magnitude of the associated risks are considered in determining audit priorities and the frequency and depth of internal audit activities. The internal audit divisions ensure that audit personnel attend key meetings, collect important internal control documents and access databases to facilitate efficient off-site monitoring.

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***Reports to the Audit Committee***

The holding company has an audit committee within its board of directors as required by the Companies Act of Japan, and each of the major subsidiaries has established an audit and supervisory committee or an internal audit and compliance committee. Within each of the holding company and the major subsidiaries, the internal audit division reports to the committee on important matters, including the results of the internal audits and basic policies for planning internal audits.

**Item 12. Description of Securities Other than Equity Securities.**

**A. Debt Securities**

Not applicable.

**B. Warrants and Rights**

Not applicable.

**C. Other Securities**

Not applicable.

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**D. American Depositary Shares**

*Fees, charges and other payments relating to ADSs*

As a holder of our ADSs, you will be required to pay to The Bank of New York Mellon, as depositary for the ADRs, or the Depositary, either directly or indirectly, the following fees or charges. The Depositary collects its fees for delivery and surrender of ADRs directly from investors depositing shares or surrendering ADRs for the purpose of withdrawal or from intermediaries acting for them. The Depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees.

<p><b>ADS holders must pay:</b> \$5.00 (or less) per 100 ADSs (or portion thereof)</p>	<p><b>For:</b> Each issuance of an ADR, including as a result of a distribution of shares or rights or other property</p>
<p>\$0.02 (or less) per ADS</p>	<p>Each cancellation of an ADR, including if the agreement terminates Any cash distribution, to the extent permitted by any securities exchange on which the ADSs may be listed for trading</p>
<p>A fee equivalent to the fee that would be payable if securities distributed to the ADS holder had been shares and the shares had been deposited for issuance of ADRs</p>	<p>Distribution of securities distributed to holders of deposited securities which are distributed by the Depositary to ADS registered holders</p>
<p>Registration or transfer fees</p>	<p>Transfer and registration of shares on the share register from your name to the name of The Bank of New York Mellon or its agent and vice versa when you deposit or withdraw shares</p>
<p>Expenses of The Bank of New York Mellon</p>	<p>Conversion of foreign currency to U.S. dollars, as well as cable, telex and facsimile transmission expenses</p>
<p>Taxes and other governmental charges The Bank of New York Mellon or BTMU, as custodian, have to pay on any ADS or share underlying an ADS, for example, stock transfer taxes, stamp duty or withholding taxes</p>	<p>As necessary</p>

*Fees Waived or Paid by the Depositary*

The Depositary has agreed to waive the standard out-of-pocket administrative, maintenance and other expenses for providing services to the registered holders of our ADSs, which consisted of the expenses of postage and envelopes for mailing annual reports, printing and distributing dividend checks, stationery, postage, facsimile, and telephone calls. For the fiscal year ended March 31, 2017, the Depositary waived \$131,185.71 of standard out-of-pocket expenses.

The Depositary has also agreed to reimburse us for expenses related to the administration and maintenance of the ADS program, including investor relations expenses, the annual New York Stock Exchange listing fees and other program-related expenses. There is a limit on the amount of expenses for which the Depositary will reimburse us based on the number of outstanding ADSs. For the fiscal year ended March 31, 2017, the Depositary reimbursed us \$1.0 million for such expenses.





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**PART II**

**Item 13. Defaults, Dividend Arrearages and Delinquencies.**

None.

**Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds.**

None.

**Item 15. Controls and Procedures.**

***Disclosure Controls and Procedures***

An evaluation was carried out under the supervision and with the participation of our management, including the Chief Executive Officer, or CEO, and the Chief Financial Officer, or CFO, of the effectiveness of our disclosure controls and procedures, as defined in Rule 13a-15(e) under the U.S. Securities Exchange Act of 1934, as of the end of the period covered by this Annual Report.

Based on that evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of March 31, 2017.

***Management's Annual Report on Internal Control Over Financial Reporting***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the U.S. Securities Exchange Act of 1934. Our internal control over financial reporting is a process designed by, or under the supervision of, MUFG's principal executive and principal financial officers, and effected by MUFG's board of directors, management, and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP and includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of MUFG,
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of MUFG are being made only in accordance with authorizations of management and directors of MUFG, and

- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of MUFG's assets that could have a material effect on the financial statements.

Because of inherent limitations, internal control over financial reporting, no matter how well designed, may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management evaluated the effectiveness of our internal control over financial reporting as of March 31, 2017 based on the criteria established in Internal Control Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the evaluation, management has concluded that MUFG maintained effective internal control over financial reporting as of March 31, 2017.

The effectiveness of our internal control over financial reporting as of March 31, 2017 has been audited by Deloitte Touche Tohmatsu LLC, an independent registered public accounting firm, as stated in its report, presented on page 222.

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*Changes in Internal Control Over Financial Reporting*

During the period covered by this Annual Report, there has been no change in our internal control over financial reporting that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of

Mitsubishi UFJ Financial Group, Inc.

(Kabushiki Kaisha Mitsubishi UFJ Financial Group)

We have audited the internal control over financial reporting of Mitsubishi UFJ Financial Group, Inc. (Kabushiki Kaisha Mitsubishi UFJ Financial Group) ( MUFG ) and subsidiaries (together, the MUFG Group ) as of March 31, 2017, based on criteria established in *Internal Control Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The MUFG Group s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management s Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the MUFG Group s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed by, or under the supervision of, the company s principal executive and principal financial officers, or persons performing similar functions, and effected by the company s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the MUFG Group maintained, in all material respects, effective internal control over financial reporting as of March 31, 2017, based on the criteria established in *Internal Control Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

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We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended March 31, 2017 of the MUFG Group and our report dated July 14, 2017 expressed an unqualified opinion on those consolidated financial statements.

/s/ Deloitte Touche Tohmatsu LLC

Tokyo, Japan

July 14, 2017

**Table of Contents****Item 16A. Audit Committee Financial Expert.**

Our board of directors has determined that Mr. Akira Yamate, an outside director, is an audit committee financial expert as defined in Item 16A of Form 20-F and is independent as defined in the listing standards of the New York Stock Exchange. Mr. Yamate has spent most of his professional career as a certified public accountant in Japan, auditing Japanese corporations, including those registered with the U.S. Securities and Exchange Commission. Mr. Yamate is also the chair of our audit committee.

**Item 16B. Code of Ethics.**

We have adopted a code of ethics, which consists of internal rules named Principles of Ethics and Conduct, compliance rules, compliance manual and rules of employment. Each of these rules applies to our principal executive officer, principal financial officer, principal accounting officer and persons performing similar functions. Our internal compliance rules were most recently amended on November 30, 2016, reflecting a change of the name of a division within MUFG. A copy of the Principles of Ethics and Conduct and the sections of our compliance rules, compliance manual and rules of employment relating to the code of ethics (as defined in paragraph (b) of Item 16B of Form 20-F) is attached as Exhibit 11 to this Annual Report.

No waivers of the Principles of Ethics and Conduct or the ethical framework and code of conduct, as applicable, or the relevant sections of our compliance rules, compliance manual and rules of employment were granted to our principal executive officer, principal financial officer, principal accounting officer, directors or corporate auditors during the fiscal year ended March 31, 2017.

**Item 16C. Principal Accountant Fees and Services.***Fees and Services of Deloitte Touche Tohmatsu LLC*

The aggregate fees billed by Deloitte Touche Tohmatsu LLC, our independent registered public accounting firm and its affiliates, for the fiscal years ended March 31, 2016 and 2017 are presented in the following table:

	2016	2017
	(in millions)	
Audit fees	¥ 7,143	¥ 8,107
Audit-related fees	549	393
Tax fees	477	504
All other fees	65	119
<b>Total</b>	<b>¥ 8,234</b>	<b>¥ 9,123</b>

The description of our fees billed for each category described above is as follows:

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*Audit fees* Audit fees are primarily for annual audit of our financial statements, review of our semi-annual condensed financial statements, statutory audit of our financial statements and audits of our subsidiary financial statements and attestation services relating to the internal controls over financial reporting under Section 404 of the U.S. Sarbanes-Oxley Act of 2002.

*Audit-related fees* Audit-related fees primarily include accounting consultations, agreed upon procedures on internal controls, employee benefit plan audit, and advisory services relating to internal control reviews.

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*Tax fees* Tax fees relate primarily to tax compliance, including assistance with preparation of tax return filings, tax advisory and tax planning services.

*All other fees* All other fees primarily include fees for risk management and compliance advisory services.

### ***Pre-Approval Policies and Procedures for Services by Deloitte Touche Tohmatsu LLC***

Our audit committee performs the pre-approval function required by applicable SEC rules and regulations. Our audit committee has established pre-approval policies and procedures that MUFG and its subsidiaries must follow before engaging Deloitte Touche Tohmatsu LLC to perform audit and permitted non-audit services.

When MUFG or a subsidiary intends to engage Deloitte Touche Tohmatsu LLC to perform audit and permitted non-audit services, it must make an application for pre-approval on either a periodic or case-by-case basis.

*Periodic application* is an application for pre-approval made each fiscal year for services that are expected to be provided by Deloitte Touche Tohmatsu LLC during the next fiscal year.

*Case-by-case application* is an application for pre-approval made on a case-by-case basis for services to be provided by Deloitte Touche Tohmatsu LLC that are not covered by the periodic application.

Pre-approval is resolved in principle by our audit committee prior to engagement, although if necessary a full-time member of our audit committee may consider any case-by-case application for pre-approval on behalf of the audit committee prior to the next scheduled audit committee meeting. Such decisions made individually by a full-time member of our audit committee are reported to the audit committee as appropriate at the next scheduled audit committee meeting.

Fees approved pursuant to the procedures described in paragraph 2-01(c)(7)(i)(C) of Regulation S-X, which provides for an exception to the general requirement for pre-approval in certain circumstances, were approximately 0.2% for the fiscal year ended March 31, 2016 and less than 0.1% for the fiscal year ended March 31, 2017.

### ***Review of Deloitte Touche Tohmatsu LLC's Independence***

On April 14, 2017, Deloitte Touche Tohmatsu LLC ( Tohmatsu ) advised MUFG's Audit Committee that it had recently identified a violation of SEC independence rules. SEC rules prohibit, among other things, certain audit firm personnel and their immediate family members from holding deposit accounts with audit clients with a balance in excess of deposit insurance limits. The violation that was reported by Tohmatsu involved a foreign currency deposit account at BTMU, which was not protected by deposit insurance in Japan. This account was held by the spouse of a partner who at the time was the Lead Audit Partner with respect to the Japanese GAAP audits on the financial statements of BOT Lease Co., Ltd., a subsidiary of MUFG, and who also at the time served in an engagement quality control reviewer role for the Japanese GAAP audits on the financial statements of MUSHD, MUMSS and Mitsubishi UFJ NICOS. Tohmatsu reported that the foreign currency deposit account had a



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maximum outstanding balance of U.S.\$10,292.00 during the fiscal years covered by the audited financial statements included in this Annual Report through March 2017. Tohmatsu also advised that the account had been closed, and the partner had been removed from the audit engagement team.

On June 28, 2017, Tohmatsu advised MUFG's Audit Committee that it had identified an additional violation of SEC independence rules. The violation involved a Japanese yen deposit account at BTMU and a securities brokerage account at kabu.com Securities held by the spouse of a professional who was involved for four days between February 27, 2017 and March 3, 2017 in the Japanese GAAP audit and the U.S. GAAP audit on the financial statements of MUTB for the fiscal year ended March 31, 2017. Tohmatsu reported that, between April 27, 2017 and June 1, 2017, the Japanese yen deposit account at BTMU had a maximum outstanding

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balance of ¥34,490,884, which exceeded the deposit insurance limit of ¥10 million for interest-accruing accounts in Japan, and the securities brokerage account at kabu.com Securities had a maximum balance of ¥19,569,759, which exceed the Japan Investor Protection Fund compensation limit of ¥10 million. Tohmatsu also advised that the professional had been removed from the audit engagement team.

Tohmatsu reported the violations to MUFG's Audit Committee and stated in communications to the Audit Committee, as required by Public Company Accounting Oversight Board Rule 3526, that Tohmatsu had: (a) conducted internal investigations of the relevant facts and circumstances, and (b) concluded that Tohmatsu's objectivity, impartiality and integrity with respect to its audit on MUFG's financial statements were unaffected by the violations. Among other things, Tohmatsu reported and represented to MUFG's Audit Committee that:

- (1) in the case of the holding of the foreign currency deposit by the spouse of the partner,

the partner was not in a position to influence the U.S. GAAP audits on the relevant subsidiaries, as his involvement was limited to Japanese GAAP audits and the U.S. audit work performed on the relevant subsidiaries was reviewed by a separate partner; and

the partner was not aware of the spouse's holding of the foreign currency deposit at the time of the audit of MUFG Group under Japanese GAAP; and

- (2) in the case of the holding of Japanese yen deposit account and securities brokerage account by the spouse of the professional,

the audit work performed by the professional on MUTB was reviewed by her supervisors, including a senior manager and a partner who had no knowledge of the violation at the time of their review;

a special review of the audit work performed by the professional on MUTB was conducted by an audit partner on the audit engagement team to confirm that her audit work in question did not affect the objectivity, impartiality or integrity of the audit of MUTB; and

the professional was involved in the audits on MUTB for only four days, and the violation occurred in a period subsequent to the four days.

Further, Tohmatsu reported to the Audit Committee that corrective action to address the violation was taken, and that there are no other violations. Tohmatsu also reported that it had reported all identified violations, and represented its good faith belief that there should not be any unidentified violations.

The Audit Committee engaged counsel to review the circumstances relating to the violation reported by Tohmatsu. Based on discussions with Tohmatsu following Tohmatsu's report, and after undertaking its own work to review the situation, the Audit Committee concluded that Tohmatsu's ability to exercise objective and impartial judgment on issues within the scope of its audit of MUFG's U.S. GAAP financial statements has not been impaired. Based on this determination, the Audit Committee concluded that the audited financial statements may be included in MUFG's Annual Report on Form 20-F for the fiscal year ended March 31, 2017.

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In addition to the above violation of SEC independence rules, as disclosed in our Annual Reports on Form 20-F for the fiscal years ended March 31, 2015 and 2016, Tohatsu previously reported other violations relating to the fiscal years covered by the audited financial statements included in this Annual Report. In July 2015, Tohatsu advised MUFG's Audit Committee that a senior partner who at the time served in an executive management role at Tohatsu and was in the Chain of Command of Tohatsu's audit engagement of MUFG's financial statements had a savings account balance at BTMU that was not in compliance with SEC independence rules. Tohatsu also informed MUFG's Audit Committee in July 2015 that three partners and five staff members on Tohatsu's audit team for MUFG's subsidiaries or affiliates had bank account balances in excess of the Japanese deposit insurance limits. In connection with its remedial efforts, Tohatsu identified additional

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violations of SEC independence rules, including violations by a partner in the Chain of Command, partners and other members of Tohmatsu's audit engagement teams for MUFG and its subsidiaries and affiliates, other persons covered by SEC independence rules, and their spouses. From July 2015 through July 2016, there were 70 such additional violations involving 62 individuals. In addition to violations resulting from bank accounts that were not protected by (or with balances in excess of) deposit insurance limits which comprised the substantial majority of violations, other violations were outstanding credit card balances in excess of the SEC's permitted balance amount, bonds and loans prohibited by the SEC rules, and mutual fund, money fund, or money trust account holdings managed by MUFG's subsidiaries and affiliates prohibited by the SEC rules.

Prior to the filing of MUFG's previous Annual Reports on Form 20-F, the Audit Committee had concluded that Tohmatsu's ability to exercise objective and impartial judgment on issues within the scope of its audit of MUFG's U.S. GAAP financial statements had not been impaired. Based on this determination, the Audit Committee also concluded that the audited financial statements may be included in MUFG's previous Annual Reports on Form 20-F for the fiscal years ended March 31, 2015 and 2016.

The Audit Committee is continuing its discussions with Tohmatsu about the remedial measures Tohmatsu has taken, and will take in the future, to further enhance its policies and procedures to prevent violations of SEC independence rules by Tohmatsu personnel, in addition to the corrective measures it has implemented in response to the violations previously discovered.

**Item 16D. Exemptions from the Listing Standards for Audit Committees.**

Not applicable.

**Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.***Issuer Purchases of Common Stock*

	Total Number of Shares Purchased <sup>(1)</sup>	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(2)</sup>
April 1 to April 30, 2016	1,758	¥ 514.13		
May 1 to May 31, 2016	1,718	518.62	82,187,000	147,813,000
June 1 to June 30, 2016	1,519	529.17	108,427,800	39,385,200
July 1 to July 31, 2016	3,102	491.69		
August 1 to August 31, 2016	2,897	519.07		
September 1 to September 30, 2016	2,847	540.99		
October 1 to October 31, 2016	2,932	515.15		
November 1 to November 30, 2016	2,927	668.95	52,202,600	177,797,400
December 1 to December 31, 2016	8,487	722.81	90,036,200	87,761,200
January 1 to January 31, 2017	5,042	726.46		
February 1 to February 28, 2017	4,533	754.65		

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March 1 to March 31, 2017	5,276		750.98	
<b>Total</b>	<b>43,038</b>	<b>¥</b>	<b>600.87</b>	<b>332,853,600</b>

Notes:

- (1) All of the purchased shares were shares constituting less than one unit (100 shares) purchased from registered holders of such shares at the current market price of those shares.
- (2) During May and June 2016, we repurchased 190,614,800 shares of our common stock for ¥99,999,963,346 under a share repurchase program that was adopted on May 16, 2016 and completed in June 2016. Under the program, we were authorized by the Board of Directors to repurchase up to the lesser of an aggregate of 230,000,000 shares of our common stock and an aggregate of ¥100.0 billion between May 17, 2016 and June 30, 2016.

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During November and December 2016, we repurchased 142,238,800 shares of our common stock for ¥99,999,993,960 under a share repurchase program that was adopted on November 14, 2016 and completed in December 2016. Under the program, we were authorized by the Board of Directors to repurchase up to the lesser of an aggregate of 230,000,000 shares of our common stock and an aggregate of ¥100.0 billion between November 15, 2016 and December 31, 2016.

We did not make any purchases of shares of our common stock other than as shown in the above table for the fiscal year ended March 31, 2017.

During May and June 2017, we repurchased 141,158,900 shares of our common stock for ¥99,999,941,022 under a share repurchase program that was adopted on May 16, 2017 and completed in June 2017. Under the program, we were authorized by the Board of Directors to repurchase up to the lesser of an aggregate of 200,000,000 shares of our common stock and an aggregate of ¥100.0 billion between May 16, 2017 and June 30, 2017. We plan to cancel all of the repurchased shares on July 20, 2017.

In May 2016, 18,785,400 shares of MUFG common stock were purchased by the trustee of the trust for the first performance-based stock compensation plan. In November 2016 and May 2017, an aggregate of 1,251,200 shares of MUFG common stock were purchased by the trustee of the trust for the second performance-based stock compensation plan. In connection with the MUAH Stock Bonus Plan, 4,096,253 ADSs were purchased by the trustee of the independent trust between April 1, 2016 and March 31, 2017. In the same period, 1,097,709 ADSs were purchased by the trustee of the independent trust in connection with the BTMU Headquarters for the Americas Stock Bonus Plan. In the same period, 3,401,887 ADSs were purchased by the trustee of the independent trust in connection with the UNBC Stock Bonus Plan. For descriptions of our stock compensation and bonus plans, see Item 6.B. Directors, Senior Management and Employees Compensation.

### **Item 16F. Change in Registrant's Certifying Accountant.**

None.

### **Item 16G. Corporate Governance.**

The NYSE allows NYSE-listed companies that are foreign private issuers, such as MUFG, with certain exceptions, to follow home-country practices in lieu of the corporate governance practices followed by U.S. companies pursuant to the NYSE's Listed Company Manual. The following is a summary of the significant differences between MUFG's corporate governance practices and those followed by U.S. listed companies under the NYSE's Listed Company Manual.

#### ***1. A NYSE-listed U.S. company must have a majority of directors that meet the independence requirements under Section 303A of the NYSE's Listed Company Manual.***

As of the date of this Annual Report, we have eight outside directors as members of our board of directors, which consists of a total of eighteen members. Under our governance system, we are required to have a majority of outside directors on each of our nominating, audit and compensation committees. For a description of an outside director, see Item 6.C. Directors and Senior Management Board Practices.

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The Tokyo Stock Exchange rules require listed companies, including us, to identify at least one individual who the company believes is unlikely to have a conflict of interest with general shareholders and have such individual serve as an independent director or outside corporate auditor.

Further, a listed company with fewer than two outside directors who are considered independent based on such internal standards as the company establishes pursuant to the Tokyo Stock Exchange requirements must publicly disclose the reason for not having at least two such directors on its board of directors. In addition, if a listed company determines that at least one-third of the members of its board of directors should be independent outside directors, the listed company must disclose its policy relating to the determination. We have adopted and

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made public our corporate governance policy providing, among other things, that, in general cases, at least one-third of the members of our board of directors will be independent outside directors, and that, in general cases, the majority of the members of our board of directors will be non-executive directors.

### ***2. A NYSE-listed U.S. company must have an audit committee composed entirely of independent directors.***

Under the Companies Act, we are required to have an audit committee consisting of at least three non-executive directors, and the majority of its members must be outside directors. Currently, our audit committee consists of three outside directors and two non-executive directors. Our audit committee satisfies the requirements of Rule 10A-3 under the U.S. Securities Exchange Act of 1934, including the independence requirements thereunder.

### ***3. A NYSE-listed U.S. company must have a compensation committee composed entirely of independent directors.***

Under the Companies Act, we are required to have a compensation committee consisting of at least three directors, and the majority of its members must be outside directors. Currently, our compensation committee consists of five directors, four of whom are outside directors.

### ***4. A NYSE-listed U.S. company must have a nominating or corporate governance committee composed entirely of independent directors.***

Under the Companies Act, we are required to have a nominating committee consisting of at least three directors, and the majority of its members must be outside directors. Currently, our nominating committee, which we call the nominating and governance committee, consists of five directors, four of whom are outside directors.

### ***5. A NYSE-listed U.S. company must obtain shareholder approval with respect to any equity compensation plan.***

Under the Companies Act, an equity compensation plan for directors and corporate executive officers is deemed to be compensation for the services performed by the company's directors and corporate executive officers. Our compensation committee establishes the policy with respect to the determination of the individual compensation of our directors and corporate executive officers, including equity compensation in the form of performance-based stock compensation plan, and determines individual compensation in accordance with the policy. Under the Companies Act, a public company with board audit, compensation and nominating committees seeking to introduce a performance-based stock compensation plan must obtain the approval of its compensation committee, not its shareholders.

### ***6. A NYSE-listed U.S. company must adopt and disclose Corporate Governance Guidelines and a Code of Business Conduct and Ethics, and it must also disclose any exemptions granted to directors or executives.***



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Our corporate governance policies, which are called the MUFG Corporate Governance Policies, are based on applicable home-country rules, particularly the Tokyo Stock Exchange rules, which require listed companies, such as us, to adopt a corporate governance code setting forth fundamental principles designed to establish an effective corporate governance system or explain in their corporate governance reports the reasons for not adopting such a code. We disclose these policies on our website.

We have adopted a code of ethics, compliance rules and a compliance manual, which meet the definition of code of ethics in Item 16B. Code of Ethics.

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*7. A NYSE-listed U.S. company must hold regularly scheduled executive sessions where participants are limited to non-management directors.*

Under the Companies Act, Japanese corporations are not obliged to hold executive sessions where participants are limited to non-management directors. Such executive sessions are also not required under our internal corporate governance rules.

**Item 16H. Mine Safety Disclosure.**

Not Applicable.

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In lieu of responding to this item, we have responded to Item 18 of this Annual Report.

**Item 18. Financial Statements.**

The information required by this item is set forth in our consolidated financial statements starting on page F-1 of this Annual Report.

**Item 19. Exhibits.**

<b>Exhibit</b>	<b>Description</b>
1(a)	Articles of Incorporation of Mitsubishi UFJ Financial Group, Inc., as amended on June 29, 2016 (English translation)*
1(b)	Board of Directors Regulations of Mitsubishi UFJ Financial Group, Inc., as amended on June 25, 2015 (English translation)**
1(c)	Corporation Meetings Regulations of Mitsubishi UFJ Financial Group, Inc., as amended on June 25, 2015 (English translation)**
1(d)	Share Handling Regulations of Mitsubishi UFJ Financial Group, Inc., as amended on June 27, 2013 (English Translation)***
1(e)	Audit Committee Regulations of Mitsubishi UFJ Financial Group, Inc., dated April 28, 2017 (English translation)
1(f)	Compensation Committee Regulations of Mitsubishi UFJ Financial Group, Inc., dated June 25, 2015 (English translation)*
1(g)	Nominating and Governance Committee Regulations of Mitsubishi UFJ Financial Group, Inc., dated June 25, 2015 (English translation)*
2(a)	Form of American Depositary Receipt****
2(b)	Form of Deposit Agreement, amended and restated as of December 22, 2004, among Mitsubishi Tokyo Financial Group, Inc. (subsequently renamed Mitsubishi UFJ Financial Group, Inc.), The Bank of New York Mellon and the holders from time to time of American Depositary Receipts issued thereunder****
7	Statement of Computation of Consolidated Ratio of Earnings to Fixed Charges for the fiscal years ended March 31, 2013, 2014, 2015, 2016 and 2017*****
8	Subsidiaries of the Company see Item 4.C. Information on the Company Organizational Structure.
11	Principles of Ethics and Conduct, Compliance Rules, Compliance Manual, and Rules of Employment of Mitsubishi UFJ Financial Group, Inc. applicable to its principal executive officer, principal financial officer, principal accounting officer and persons performing similar functions (English translation of relevant sections)
12	Certifications required by Rule 13a-14(a) (17 CFR 240.13a-14(a)) or Rule 15d-14(a) (17 CFR 240.15d-14(a))
13	Certifications required by Rule 13a-14(b) (17 CFR 240.13a-14(b)) or Rule 15d-14(b) (17 CFR 240.15d-14(b)) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350)
15	Consent of independent registered public accounting firm

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<b>Exhibit</b>	<b>Description</b>
99(a)	Capitalization and Indebtedness of Mitsubishi UFJ Financial Group, Inc. as of March 31, 2017*****
99(b)	Unaudited Reverse Reconciliation of Selected Financial Information of Mitsubishi UFJ Financial Group, Inc. as of and for the fiscal year ended March 31, 2017*****
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.DEF	XBRL Definition Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase Document

## Notes:

- \* Incorporated by reference to our annual report on Form 20-F (File No. 000-54189) filed on July 15, 2016.
- \*\* Incorporated by reference to our annual report on Form 20-F (File No. 000-54189) filed on July 27, 2015.
- \*\*\* Incorporated by reference to our registration statement on Form S-8 (File No. 333-204845) filed on June 10, 2015.
- \*\*\*\* Incorporated by reference to our annual report on Form 20-F (File No. 000-54189) filed on July 23, 2012.
- \*\*\*\*\* Deemed to be incorporated as Exhibit 12.1 to the registration statement on Form F-3 (No. 333-209455) of Mitsubishi UFJ Financial Group, Inc. and to be a part thereof.
- \*\*\*\*\* Deemed to be incorporated by reference into the registration statement on Form F-3 (No. 333-209455) of Mitsubishi UFJ Financial Group, Inc. and to be a part thereof.
- \*\*\*\*\* Deemed to be incorporated as Annex A to the registration statement on Form F-3 (No. 333-209455) of Mitsubishi UFJ Financial Group, Inc. and to be a part thereof.

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**SELECTED STATISTICAL DATA**

Due to close integration of our foreign and domestic activities, it is difficult to make a precise determination of the assets, liabilities, income and expenses of our foreign operations. The foreign operations as presented include the business conducted by overseas subsidiaries and branches, and the international business principally conducted by the international banking-related divisions headquartered in Japan. Our management believes that the results appropriately represent our domestic and foreign activities.

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**Table of Contents****I. Distribution of Assets, Liabilities and Equity; Interest Rates and Interest Differential**  
**Average Balance Sheets, Interest and Average Rates**

The following table shows our average balances, interest and average interest rates for the fiscal years ended March 31, 2015, 2016 and 2017. Average balances are generally based on a daily average while a month-end average is used for certain average balances when it is not practicable to obtain applicable daily averages.

	Fiscal years ended March 31,								
	2015			2016			2017		
	Average balance	Interest income	Average rate	Average balance (in millions, except percentages)	Interest income	Average rate	Average balance	Interest income	Average rate
<b>Assets:</b>									
<b>Interest-earning assets:</b>									
Interest-earning deposits in other banks:									
Domestic	¥ 21,485,054	¥ 21,218	0.10%	¥ 31,905,984	¥ 32,063	0.10%	¥ 31,322,995	¥ 28,975	0.09%
Foreign	8,475,102	43,052	0.51	9,259,479	50,591	0.55	7,118,443	49,760	0.70
Total	29,960,156	64,270	0.21	41,165,463	82,654	0.20	38,441,438	78,735	0.20
All loans, funds sold, and receivables under sale agreements and securities borrowing transactions:									
Domestic	1,844,761	4,526	0.25	3,997,009	1,184	0.03	5,825,863	2,116	0.04
Foreign	10,799,658	60,813	0.56	10,633,966	57,440	0.54	8,259,160	59,263	0.72
Total	12,644,419	65,339	0.52	14,630,975	58,624	0.40	14,085,023	61,379	0.44
Trading account assets:									
Domestic	6,981,937	46,229	0.66	5,328,794	33,076	0.62	3,818,370	24,262	0.64
Foreign	20,891,721	353,791	1.69	22,146,669	389,004	1.76	23,111,674	431,598	1.87
Total	27,873,658	400,020	1.44	27,475,463	422,080	1.54	26,930,044	455,860	1.69
Investment securities <sup>(1)</sup> :									
Domestic	46,374,540	236,285	0.51	41,308,432	230,478	0.56	35,863,993	219,443	0.61
Foreign	6,379,303	147,457	2.31	7,059,232	157,564	2.23	6,583,759	151,701	2.30
Total	52,753,843	383,742	0.73	48,367,664	388,042	0.80	42,447,752	371,144	0.87

<b>Assets(2):</b>									
Domestic	70,143,714	848,843	1.21	71,072,445	800,723	1.13	68,348,115	743,683	1.09
Foreign	43,871,874	1,132,431	2.58	50,003,733	1,253,615	2.51	48,940,077	1,279,966	2.62
<b>Total</b>	<b>114,015,588</b>	<b>1,981,274</b>	<b>1.74</b>	<b>121,076,178</b>	<b>2,054,338</b>	<b>1.70</b>	<b>117,288,192</b>	<b>2,023,649</b>	<b>1.73</b>
<b>Total interest-earning assets:</b>									
Domestic	146,830,006	1,157,101	0.79	153,612,664	1,097,524	0.71	145,179,336	1,018,479	0.70
Foreign	90,417,658	1,737,544	1.92	99,103,079	1,908,214	1.93	94,013,113	1,972,288	2.10
<b>Total</b>	<b>237,247,664</b>	<b>2,894,645</b>	<b>1.22</b>	<b>252,715,743</b>	<b>3,005,738</b>	<b>1.19</b>	<b>239,192,449</b>	<b>2,990,767</b>	<b>1.25</b>
<b>Non-interest-earning assets:</b>									
Cash and due from banks	3,722,685			3,853,732			21,989,856		
Other non-interest-earning assets	37,594,904			43,703,112			47,775,376		
Allowance for credit losses	(1,017,615)			(1,001,714)			(1,018,982)		
<b>Total non-interest-earning assets</b>	<b>40,299,974</b>			<b>46,555,130</b>			<b>68,746,250</b>		
<b>Total assets</b>	<b>¥ 277,547,638</b>			<b>¥ 299,270,873</b>			<b>¥ 307,938,699</b>		

## Notes:

- (1) Tax-exempt income of tax-exempt investment securities has not been calculated on a tax equivalent basis because the effect of such calculation would not be material.
- (2) Average balances on loans outstanding include all nonaccrual and restructured loans. See III. Loan Portfolio. The amortized portion of net loan origination fees (costs) is included in interest income on loans, which accounts for an insignificant amount of an adjustment to the yields.

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	Fiscal years ended March 31,								
	Average balance	2015 Interest expense	Average rate	Average balance	2016 Interest expense	Average rate	Average balance	2017 Interest expense	Average rate
	(in millions, except percentages)								
<b>Assets and equity:</b>									
<b>Interest-bearing liabilities:</b>									
Deposits:									
Domestic	¥ 106,841,661	¥ 53,818	0.05%	¥ 110,396,310	¥ 69,634	0.06%	¥ 117,156,484	¥ 45,790	0.04%
Foreign	37,361,232	246,874	0.66	41,066,208	280,701	0.68	38,411,021	301,640	0.78
Total	144,202,893	300,692	0.21	151,462,518	350,335	0.23	155,567,505	347,430	0.22
Money market funds, purchased, and payables for repurchase agreements and securities financing transactions:									
Domestic	22,087,439	26,637	0.12	23,053,298	40,202	0.17	20,939,492	66,014	0.31
Foreign	11,226,775	21,944	0.20	11,365,395	13,801	0.12	10,443,540	16,375	0.16
Total	33,314,214	48,581	0.15	34,418,693	54,003	0.16	31,383,032	82,389	0.22
Loans to trust									
Domestic	560,251	504	0.09	1,162,326	505	0.04	3,122,190	207	0.01
Other short-term borrowings and trading account liabilities:									
Domestic	9,026,889	28,958	0.32	7,945,537	26,145	0.33	3,644,192	11,679	0.32
Foreign	5,397,526	31,494	0.58	5,787,927	28,427	0.49	5,435,977	49,458	0.90
Total	14,424,415	60,452	0.42	13,733,464	54,572	0.40	9,080,169	61,137	0.66
Long-term debt:									
Domestic	13,473,934	131,952	0.98	16,755,449	160,489	0.96	21,442,909	189,782	0.88
Foreign	4,115,786	121,003	2.94	3,602,758	124,460	3.45	2,926,491	88,694	3.03
Total	17,589,720	252,955	1.44	20,358,207	284,949	1.40	24,369,400	278,476	1.11
Total interest-bearing liabilities:									
Domestic	151,990,174	241,869	0.16	159,312,920	296,975	0.19	166,305,267	313,472	0.19
Foreign	58,101,319	421,315	0.73	61,822,288	447,389	0.72	57,217,029	456,167	0.80
Total	210,091,493	663,184	0.32	221,135,208	744,364	0.34	223,522,296	769,639	0.33
	54,453,190			62,849,899			69,405,574		



**-interest-bearing  
liabilities**

<b>Equity</b>	13,002,955		15,285,766		15,010,829	
<b>Total liabilities and equity</b>	¥ 277,547,638		¥ 299,270,873		¥ 307,938,699	
<b>Interest income and interest rate spread</b>	¥ 2,231,461	0.90%	¥ 2,261,374	0.85%	¥ 2,221,128	0.90%
<b>Interest income as a percentage of total interest-earning assets</b>		0.94%		0.89%		0.90%

The percentage of total average assets attributable to foreign activities was 37.9%, 39.4% and 37.3%, respectively, for the fiscal years ended March 31, 2015, 2016 and 2017.

The percentage of total average liabilities attributable to foreign activities was 38.4%, 40.1% and 38.1%, respectively, for the fiscal years ended March 31, 2015, 2016 and 2017.

**Table of Contents****Analysis of Net Interest Income**

The following table shows changes in our net interest income by changes in volume and by changes in interest rate for the fiscal year ended March 31, 2016 compared to the fiscal year ended March 31, 2015, and the fiscal year ended March 31, 2017 compared to the fiscal year ended March 31, 2016.

	Fiscal year ended March 31, 2015 versus fiscal year ended March 31, 2016 Increase (decrease) due to changes in			Fiscal year ended March 31, 2016 versus fiscal year ended March 31, 2017 Increase (decrease) due to changes in		
	Volume <sup>(1)</sup>	Rate <sup>(1)</sup>	Net change	Volume <sup>(1)</sup>	Rate <sup>(1)</sup>	Net change
	(in millions)					
<b>Interest income:</b>						
Interest-earning deposits in other banks:						
Domestic	¥ 10,466	¥ 379	¥ 10,845	¥ (577)	¥ (2,511)	¥ (3,088)
Foreign	4,150	3,389	7,539	(13,178)	12,347	(831)
<b>Total</b>	<b>14,616</b>	<b>3,768</b>	<b>18,384</b>	<b>(13,755)</b>	<b>9,836</b>	<b>(3,919)</b>
Call loans, funds sold, and receivables under resale agreements and securities borrowing transactions:						
Domestic	2,633	(5,975)	(3,342)	624	308	932
Foreign	(923)	(2,450)	(3,373)	(14,533)	16,356	1,823
<b>Total</b>	<b>1,710</b>	<b>(8,425)</b>	<b>(6,715)</b>	<b>(13,909)</b>	<b>16,664</b>	<b>2,755</b>
Trading account assets:						
Domestic	(10,404)	(2,749)	(13,153)	(9,580)	766	(8,814)
Foreign	21,740	13,473	35,213	17,387	25,207	42,594
<b>Total</b>	<b>11,336</b>	<b>10,724</b>	<b>22,060</b>	<b>7,807</b>	<b>25,973</b>	<b>33,780</b>
Investment securities <sup>(2)</sup> :						
Domestic	(27,125)	21,318	(5,807)	(32,071)	21,036	(11,035)
Foreign	15,308	(5,201)	10,107	(10,844)	4,981	(5,863)
<b>Total</b>	<b>(11,817)</b>	<b>16,117</b>	<b>4,300</b>	<b>(42,915)</b>	<b>26,017</b>	<b>(16,898)</b>
Loans:						
Domestic	11,114	(59,234)	(48,120)	(30,138)	(26,902)	(57,040)
Foreign	154,504	(33,320)	121,184	(27,046)	53,397	26,351
<b>Total</b>	<b>165,618</b>	<b>(92,554)</b>	<b>73,064</b>	<b>(57,184)</b>	<b>26,495</b>	<b>(30,689)</b>

**Total interest income:**

Domestic	(13,316)	(46,261)	(59,577)	(71,742)	(7,303)	(79,045)
Foreign	194,779	(24,109)	170,670	(48,214)	112,288	64,074
<b>Total</b>	<b>¥ 181,463</b>	<b>¥ (70,370)</b>	<b>¥ 111,093</b>	<b>¥ (119,956)</b>	<b>¥ 104,985</b>	<b>¥ (14,971)</b>

## Notes:

- (1) Volume/rate variance is allocated based on the percentage relationship of changes in volume and changes in rate to the total net change.
- (2) Tax-exempt income of tax-exempt investment securities has not been calculated on a tax equivalent basis because the effect of such calculation would not be material.

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	Fiscal year ended March 31, 2015 versus fiscal year ended March 31, 2016 Increase (decrease) due to changes in			Fiscal year ended March 31, 2016 versus fiscal year ended March 31, 2017 Increase (decrease) due to changes in		
	Volume <sup>(1)</sup>	Rate <sup>(1)</sup>	Net change	Volume <sup>(1)</sup>	Rate <sup>(1)</sup>	Net change
	(in millions)					
<b>Interest expense:</b>						
Deposits:						
Domestic	¥ 1,843	¥ 13,973	¥ 15,816	¥ 4,039	¥ (27,883)	¥ (23,844)
Foreign	25,107	8,720	33,827	(18,967)	39,906	20,939
<b>Total</b>	<b>26,950</b>	<b>22,693</b>	<b>49,643</b>	<b>(14,928)</b>	<b>12,023</b>	<b>(2,905)</b>
Call money, funds purchased, and payables under repurchase agreements and securities lending transactions:						
Domestic	1,211	12,354	13,565	(3,990)	29,802	25,812
Foreign	268	(8,411)	(8,143)	(1,190)	3,764	2,574
<b>Total</b>	<b>1,479</b>	<b>3,943</b>	<b>5,422</b>	<b>(5,180)</b>	<b>33,566</b>	<b>28,386</b>
Due to trust account Domestic	353	(352)	1	371	(669)	(298)
Other short-term borrowings and trading account liabilities:						
Domestic	(3,542)	729	(2,813)	(13,802)	(664)	(14,466)
Foreign	2,165	(5,232)	(3,067)	(1,827)	22,858	21,031
<b>Total</b>	<b>(1,377)</b>	<b>(4,503)</b>	<b>(5,880)</b>	<b>(15,629)</b>	<b>22,194</b>	<b>6,565</b>
Long-term debt:						
Domestic	31,489	(2,952)	28,537	42,215	(12,922)	29,293
Foreign	(16,181)	19,638	3,457	(21,629)	(14,137)	(35,766)
<b>Total</b>	<b>15,308</b>	<b>16,686</b>	<b>31,994</b>	<b>20,586</b>	<b>(27,059)</b>	<b>(6,473)</b>
<b>Total interest expense:</b>						
Domestic	31,354	23,752	55,106	28,833	(12,336)	16,497
Foreign	11,359	14,715	26,074	(43,613)	52,391	8,778
<b>Total</b>	<b>¥ 42,713</b>	<b>¥ 38,467</b>	<b>¥ 81,180</b>	<b>¥ (14,780)</b>	<b>¥ 40,055</b>	<b>¥ 25,275</b>
<b>Net interest income:</b>						
Domestic	¥ (44,670)	¥ (70,013)	¥ (114,683)	¥ (100,575)	¥ 5,033	¥ (95,542)
Foreign	183,420	(38,824)	144,596	(4,601)	59,897	55,296
<b>Total</b>	<b>¥ 138,750</b>	<b>¥ (108,837)</b>	<b>¥ 29,913</b>	<b>¥ (105,176)</b>	<b>¥ 64,930</b>	<b>¥ (40,246)</b>

Note:

- (1) Volume/rate variance is allocated based on the percentage relationship of changes in volume and changes in rate to the total net change.

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se national ment and se ment										
bonds	¥ 1,126,212	¥ 1,140,768	¥ 14,556	¥ 1,101,107	¥ 1,159,115	¥ 58,008	¥ 1,100,955	¥ 1,144,070	¥ 4	4
securities	300	300		200	200		100	100		
domestic	1,126,512	1,141,068	14,556	1,101,307	1,159,315	58,008	1,101,055	1,144,170		4
treasury and										
government bonds	62,209	63,765	1,556	62,563	63,965	1,402	60,910	62,023		
ments and institutions	15,278	15,278		26,772	26,290	(482)	225	225		
ge-backed es	925,813	940,030	14,217	1,139,631	1,145,520	5,889	1,146,828	1,143,938		(
backed es	2,000,639	2,023,998	23,359	1,536,395	1,536,158	(237)	1,278,303	1,287,395		
foreign	3,003,939	3,043,071	39,132	2,765,361	2,771,933	6,572	2,486,266	2,493,581		
	¥ 4,130,451	¥ 4,184,139	¥ 53,688	¥ 3,866,668	¥ 3,931,248	¥ 64,580	¥ 3,587,321	¥ 3,637,751	¥	5

Nonmarketable equity securities presented in Other investment securities in the accompanying consolidated financial statements were primarily carried at cost of ¥564,582 million, ¥530,026 million and ¥529,869 million, at March 31, 2015, 2016 and 2017, respectively. The corresponding fair values at those dates were not readily determinable.

Investment securities held by certain subsidiaries subject to specialized industry accounting principles for investment companies and brokers and dealers presented in Other investment securities were carried at fair value of ¥22,537 million, ¥24,689 million and ¥26,292 million, at March 31, 2015, 2016 and 2017, respectively.

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The following table presents the book values, maturities and weighted average yields of Available-for-sale securities and Held-to-maturity securities, excluding equity securities, at March 31, 2017. Weighted average yields are calculated based on amortized cost. Yields on tax-exempt obligations have not been calculated on a tax equivalent basis because the effect of such calculation would not be material:

	Maturities within one year		Maturities after one year but within five years		Maturities after five years but within ten years		Maturities after ten years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
(in millions, except percentages)										
<b>Available-for-sale securities:</b>										
Domestic:										
Japanese national government and Japanese government agency bonds	¥ 13,960,418	0.11%	¥ 6,451,039	0.59%	¥ 2,318,404	0.47%	¥ 3,096,427	1.32%	¥ 25,826,288	0.39%
Corporate bonds	128,429	0.89	598,776	0.36	168,670	0.42	21,295	0.94	917,170	0.46
Other securities	225,587	0.63	382,420	0.48	896,193	0.25	347,202	0.32	1,851,402	0.36
Total domestic	14,314,434	0.12	7,432,235	0.57	3,383,267	0.41	3,464,924	1.21	28,594,860	0.39
Foreign:										
U.S. Treasury and other U.S. government agencies bonds	196,000	0.32	457,502	1.76	404,889	1.68	2,477	3.17	1,060,868	1.47
Other governments and official institutions bonds	256,313	1.33	724,698	2.18	103,967	2.33	4,083	0.36	1,089,061	1.99
Mortgage-backed securities			1,415	2.53	37,734	1.94	859,152	2.38	898,301	2.37
Other securities	285,731	2.11	584,004	1.88	261,871	2.28	176,989	2.37	1,308,595	2.08
Total foreign	738,044	1.37	1,767,619	1.97	808,461	1.97	1,042,701	2.38	4,356,825	1.97
Total	¥ 15,052,478	0.18%	¥ 9,199,854	0.84%	¥ 4,191,728	0.72%	¥ 4,507,625	1.50%	¥ 32,951,685	0.61%

**Held-to-maturity securities:**

Domestic:											
Japanese national government and Japanese	¥		%¥		%¥ 1,100,955	0.51%	¥		%	¥ 1,100,955	0.51%



Government agency bonds															
Other securities	100	1.00							100	1.00					
Total domestic	100	1.00			1,100,955	0.51			1,101,055	0.51					
Foreign:															
U.S. Treasury and other U.S. government agencies bonds			60,910	2.09					60,910	2.09					
Other governments and official institutions bonds	225								225						
Mortgage-backed securities			11,533	0.83	106,637	2.39	1,028,658	2.43	1,146,828	2.41					
Asset-backed securities			59,607	5.00	895,730	1.92	322,966	1.68	1,278,303	2.00					
Total foreign	225		132,050	3.29	1,002,367	1.97	1,351,624	2.25	2,486,266	2.19					
Total	¥	325	0.31%	¥	132,050	3.29%	¥	2,103,322	1.20%	¥	1,351,624	2.25%	¥	3,587,321	1.67%

Other than U.S. Treasury and other U.S. government agencies bonds and Japanese national government bonds, none of the individual issuers held in our investment securities portfolio exceeded 10% of the consolidated total Mitsubishi UFJ Financial Group shareholders' equity at March 31, 2017.

**Table of Contents****III. Loan Portfolio**

The following table shows our loans outstanding, before deduction of allowance for credit losses, by domicile and industry of the borrower at March 31 for each of the five fiscal years ended March 31, 2017. Classification of loans by industry is based on the industry segment loan classification as defined by the Bank of Japan for regulatory reporting purposes and is not necessarily based on the use of proceeds:

	2013	2014	At March 31, 2015 (in millions)	2016	2017
<b>Domestic:</b>					
Manufacturing	¥ 11,767,352	¥ 11,540,753	¥ 11,703,428	¥ 12,158,642	¥ 11,796,803
Construction	1,056,276	980,877	977,892	913,180	819,262
Real estate	11,143,777	10,989,562	10,911,240	11,175,130	11,622,372
Services	2,881,666	2,693,561	2,684,355	2,503,446	2,549,300
Wholesale and retail	8,330,553	8,475,143	8,345,481	7,891,364	7,970,579
Banks and other financial institutions <sup>(1)</sup>	3,622,021	3,985,106	4,329,964	5,146,932	5,223,906
Communication and information services	1,314,505	1,443,466	1,527,811	1,509,858	1,634,584
Other industries	12,191,566	13,496,763	12,674,004	14,739,826	8,898,712
Consumer	17,132,396	16,921,352	16,720,590	16,397,560	16,491,010
<b>Total domestic</b>	<b>69,440,112</b>	<b>70,526,583</b>	<b>69,874,765</b>	<b>72,435,938</b>	<b>67,006,528</b>
<b>Foreign:</b>					
Governments and official institutions	673,548	811,475	1,052,051	1,125,031	1,037,795
Banks and other financial institutions <sup>(1)</sup>	7,258,978	9,792,255	11,973,021	13,654,335	13,844,964
Commercial and industrial	18,738,731	24,533,816	29,593,255	30,056,474	30,279,641
Other	2,601,338	4,872,372	6,065,782	5,818,747	6,334,551
<b>Total foreign</b>	<b>29,272,595</b>	<b>40,009,918</b>	<b>48,684,109</b>	<b>50,654,587</b>	<b>51,496,951</b>
<b>Total</b>	<b>98,712,707</b>	<b>110,536,501</b>	<b>118,558,874</b>	<b>123,090,525</b>	<b>118,503,479</b>
Unearned income, unamortized premiums net and deferred loan fees net	(122,478)	(260,090)	(293,672)	(299,567)	(288,507)
<b>Total<sup>(2)</sup></b>	<b>¥ 98,590,229</b>	<b>¥ 110,276,411</b>	<b>¥ 118,265,202</b>	<b>¥ 122,790,958</b>	<b>¥ 118,214,972</b>

Notes:

(1)

Loans to so-called non-bank finance companies are generally included in the Banks and other financial institutions category. Non-bank finance companies are primarily engaged in consumer lending, factoring and credit card businesses.

- (2) The above table includes loans held for sale of ¥35,261 million, ¥46,635 million, ¥88,927 million, ¥100,889 million and ¥185,940 million at March 31, 2013, 2014, 2015, 2016 and 2017, respectively, which are carried at the lower of cost or fair value.

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**Table of Contents*****Maturities and Sensitivities of Loans to Changes in Interest Rates***

The following table shows the maturities of our loan portfolio at March 31, 2017:

	Maturity			Total
	One year or less	One to five years	Over five years	
	(in millions)			
<b>Domestic:</b>				
Manufacturing	¥ 6,548,619	¥ 3,442,560	¥ 1,805,624	¥ 11,796,803
Construction	446,236	291,342	81,684	819,262
Real estate	2,716,836	4,075,345	4,830,191	11,622,372
Services	1,085,196	1,047,909	416,195	2,549,300
Wholesale and retail	5,191,150	1,935,987	843,442	7,970,579
Banks and other financial institutions	3,304,678	1,406,319	512,909	5,223,906
Communication and information services	388,298	971,994	274,292	1,634,584
Other industries	5,457,814	2,132,810	1,308,088	8,898,712
Consumer	2,314,558	3,268,617	10,907,835	16,491,010
<b>Total Domestic</b>	<b>27,453,385</b>	<b>18,572,883</b>	<b>20,980,260</b>	<b>67,006,528</b>
<b>Foreign</b>	<b>19,189,421</b>	<b>20,499,314</b>	<b>11,808,216</b>	<b>51,496,951</b>
<b>Total</b>	<b>¥46,642,806</b>	<b>¥ 39,072,197</b>	<b>¥ 32,788,476</b>	<b>¥118,503,479</b>

The above loans due after one year which had predetermined interest rates and floating or adjustable interest rates at March 31, 2017 are shown below:

	Domestic	Foreign	Total
	(in millions)		
Predetermined rate	¥ 15,408,501	¥ 3,534,309	¥ 18,942,810
Floating or adjustable rate	24,144,642	28,773,221	52,917,863
<b>Total</b>	<b>¥39,553,143</b>	<b>¥32,307,530</b>	<b>¥71,860,673</b>

***Nonaccrual, Past Due and Restructured Loans***

We generally discontinue the accrual of interest income on loans when substantial doubt exists as to the full and timely collection of either principal or interest, when principal or interest is contractually past due one month or more with respect to loans within all classes of the Commercial segment, three months or more with respect to loans within the Card, MUAH, and Krungsri segments, and six months or more with respect to loans within the Residential segment.

Generally, accruing loans that are modified in a troubled debt restructuring ( TDR ) remain as accruing loans subsequent to the modification, and nonaccrual loans remain as nonaccrual. However, if a nonaccrual loan has been

restructured as a TDR, the borrower is not delinquent under the restructured terms, and demonstrates that its financial condition has improved, we may reclassify the loan to accrual status. This determination is generally performed at least once a year through a detailed internal credit rating review process. Once a nonaccrual loan is deemed to be a TDR, we will continue to designate the loan as a TDR even if the loan is reclassified to accrual status.

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The following table shows the distribution of our nonaccrual loans, restructured loans and accruing loans which are contractually past due 90 days or more as to principal or interest payments at March 31 of each of the five fiscal years ended March 31, 2017, based on the domicile and type of industry of the borrowers:

	2013	2014	At March 31, 2015 (in millions)	2016	2017
<b>Nonaccrual loans:</b>					
<b>Domestic:</b>					
Manufacturing	¥ 213,181	¥ 167,962	¥ 119,052	¥ 372,875	¥ 185,124
Construction	37,530	30,202	20,150	15,256	15,248
Real estate	205,959	154,766	85,625	66,210	50,142
Services	87,103	72,851	54,801	41,056	38,977
Wholesale and retail	250,241	212,356	158,454	132,858	131,545
Banks and other financial institutions	13,993	7,234	5,715	675	2,432
Communication and information services	32,125	24,956	23,204	20,270	18,711
Other industries	43,585	36,861	19,094	29,715	10,352
Consumer	269,641	227,476	199,665	174,106	161,680
<b>Total domestic</b>	<b>1,153,358</b>	<b>934,664</b>	<b>685,760</b>	<b>853,021</b>	<b>614,211</b>
<b>Foreign:</b>					
Governments and official institutions	66	43	40	132	
Banks and other financial institutions	21,814	24,091	7,372	14,337	5,902
Commercial and industrial	87,628	87,808	144,609	264,163	301,685
Other	32,247	68,840	75,916	68,514	64,834
<b>Total foreign</b>	<b>141,755</b>	<b>180,782</b>	<b>227,937</b>	<b>347,146</b>	<b>372,421</b>
<b>Total</b>	<b>¥ 1,295,113</b>	<b>¥ 1,115,446</b>	<b>¥ 913,697</b>	<b>¥ 1,200,167</b>	<b>¥ 986,632</b>
<b>Restructured loans:</b>					
Domestic	¥ 847,728	¥ 718,027	¥ 735,348	¥ 459,294	¥ 682,041
Foreign	138,119	153,204	144,089	166,240	158,784
<b>Total</b>	<b>¥ 985,847</b>	<b>¥ 871,231</b>	<b>¥ 879,437</b>	<b>¥ 625,534</b>	<b>¥ 840,825</b>
<b>Accruing loans contractually past due 90 days or more:</b>					
Domestic	¥ 41,216	¥ 47,759	¥ 48,050	¥ 47,919	¥ 37,650
Foreign <sup>(1)</sup>	328	961	360	314	3,430
<b>Total</b>	<b>¥ 41,544</b>	<b>¥ 48,720</b>	<b>¥ 48,410</b>	<b>¥ 48,233</b>	<b>¥ 41,080</b>
<b>Total<sup>(2)</sup></b>	<b>¥ 2,322,504</b>	<b>¥ 2,035,397</b>	<b>¥ 1,841,544</b>	<b>¥ 1,873,934</b>	<b>¥ 1,868,537</b>

Notes:

- (1) Foreign accruing loans contractually past due 90 days or more do not include ¥10,736 million, ¥13,068 million, ¥5,666 million, ¥1,930 million and ¥1,514 million of Federal Deposit Insurance Corporation ( FDIC ) covered loans held by MUAH which are subject to the guidance on loans and debt securities acquired with deteriorated credit quality at March 31, 2013, 2014, 2015, 2016 and 2017, respectively.
- (2) The sum of nonaccrual loans, restructured loans and accruing loans contractually past due 90 days or more includes large groups of smaller-balance homogenous loans that have not been modified and are collectively evaluated for impairment, and accruing loans contractually past due 90 days or more. However, these loans are excluded from the impaired loan balances of ¥1,725,150 million and ¥1,715,850 million, at March 31, 2016 and 2017, respectively, disclosed in Note 4 to our consolidated financial statements included elsewhere in this Annual Report.

Gross interest income which would have been accrued at the original terms on domestic nonaccrual and restructured loans outstanding during the fiscal year ended March 31, 2017 was approximately ¥45.0 billion, of which ¥19.0 billion was included in the results of operations for the fiscal year. Gross interest income which would have been accrued at the original terms on foreign nonaccrual and restructured loans outstanding for the fiscal year ended March 31, 2017 was approximately ¥28.5 billion, of which ¥13.0 billion was included in the results of operations for the fiscal year.

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### ***Potential Problem Loans***

We do not have potential problem loans where known information about possible credit problems of borrowers causes management to have serious doubts as to the borrowers' ability to comply with the present loan repayment terms that are not disclosed as nonaccrual loans, restructured loans and accruing loans past due 90 days or more.

### ***Foreign Loans Outstanding***

We had no cross-border outstandings to borrowers domiciled in a foreign country which in total exceeded 0.75% of our consolidated total assets at March 31, 2015, 2016 and 2017. Cross-border outstandings are defined, for this purpose, as loans (including accrued interest), acceptances, interest-earning deposits with other banks, other interest-earning investments and any other monetary assets denominated in Japanese yen or other non-local currencies. Material local currency loans outstanding which are neither hedged nor funded by local currency borrowings are included in cross-border outstandings.

Guarantees of outstandings to borrowers domiciled in other countries are considered to be outstandings of the guarantor. Loans made to, or deposits placed with, a branch of a foreign bank located outside the foreign bank's home country are considered to be loans to, or deposits with, the foreign bank. Outstandings of a country do not include principal or interest amounts which are supported by written, legally enforceable guarantees by guarantors of other countries or the amounts of outstandings to the extent that they are secured by tangible, liquid collateral held and realizable by BTMU, MUTB and their subsidiaries outside the country in which they operate.

In addition to credit risk, cross-border outstandings are subject to country risk that as a result of political or economic conditions in a country, borrowers may be unable or unwilling to pay principal and interest according to contractual terms. Other risks related to cross-border outstandings include the possibility of insufficient foreign exchange and restrictions on its availability.

In order to manage country risk, we establish various risk management measures internally. Among other things, we regularly monitor economic conditions and other factors globally and assess country risk in each country where we have cross-border exposure. For the purposes of monitoring and controlling the amount of credit exposed to country risk, we set a country limit, the maximum amount of credit exposure for an individual country, in consideration of the level of country risk and our ability to bear such potential risk. We also determine our credit policy for each country in accordance with our country risk level and our business plan with regard to the country. The assessment of country risk, establishment of country limits, and determination of country credit policies are subject to review and approval by our senior management and are updated periodically.

### ***Loan Concentrations***

At March 31, 2017, there were no concentrations of loans to a single industry group of borrowers, as defined by the Bank of Japan industry segment loan classifications, which exceeded 10% of our consolidated total loans, except for loans in a category disclosed in the table of loans outstanding above.

### ***Credit Risk Management***

We have a credit rating system, under which borrowers and transactions are graded on a worldwide basis. We calculate probability of default by statistical means and manage our credit portfolio based on this credit rating system. For a detailed description of this system and other elements of our risk management structure, see Item 11. Quantitative and Qualitative Disclosures about Credit, Market and Other Risk - Credit Risk Management.



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**Table of Contents****IV. Summary of Loan Loss Experience**

The following table shows an analysis of our loan loss experience by industry of the borrower for each of the five fiscal years ended March 31, 2017:

	<b>Fiscal years ended March 31,</b>				
	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>
	<b>(in millions, except percentages)</b>				
Allowance for credit losses at beginning of fiscal year	¥ 1,285,507	¥ 1,335,987	¥ 1,094,420	¥ 1,055,479	¥ 1,111,130
Provision (credit) for credit losses	144,542	(106,371)	86,998	231,862	253,688
Charge-offs:					
Domestic:					
Manufacturing	21,510	52,579	28,413	50,813	30,549
Construction	7,378	2,985	2,066	1,617	647
Real estate	4,413	17,124	8,571	1,857	2,318
Services	5,404	13,555	9,447	5,102	5,225
Wholesale and retail	28,902	39,218	37,477	32,910	17,402
Banks and other financial institutions	160	243	745	35	
Communication and information services	3,100	5,061	3,668	1,173	2,903
Other industries	2,984	3,312	3,158	953	767
Consumer	49,947	27,888	27,148	15,847	22,877
Total domestic	123,798	161,965	120,693	110,307	82,688
Total foreign	20,739	29,133	56,468	88,464	131,070
Total	144,537	191,098	177,161	198,771	213,758
Recoveries:					
Domestic	23,310	27,105	22,083	22,357	21,954
Foreign	8,365	10,245	4,412	19,455	21,995
Total	31,675	37,350	26,495	41,812	43,949
Net charge-offs	112,862	153,748	150,666	156,959	169,809
Others <sup>(1)</sup>	18,800	18,552	24,727	(19,252)	(12,821)
Allowance for credit losses at end of fiscal year	¥ 1,335,987	¥ 1,094,420	¥ 1,055,479	¥ 1,111,130	¥ 1,182,188
Allowance for credit losses applicable to foreign activities:					
Balance at beginning of fiscal year	¥ 170,812	¥ 207,111	¥ 184,460	¥ 267,293	¥ 416,221
Balance at end of fiscal year	¥ 207,111	¥ 184,460	¥ 267,293	¥ 416,221	¥ 387,250

Provision (credit) for credit losses	¥	30,859	¥	(21,727)	¥	110,494	¥	237,189	¥	92,689
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Ratio of net charge-offs during the fiscal year to average loans outstanding during the fiscal year		0.12%		0.15%		0.13%		0.13%		0.14%
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Note:

(1) Others principally include losses (gains) from foreign exchange translation.

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The following table shows an allocation of our allowance for credit losses at March 31 for each of the five fiscal years ended March 31, 2017:

	2013		2014		At March 31, 2015		2016		2017	
	Amount	% of loans in each category to total loans	Amount	% of loans in each category to total loans	Amount	% of loans in each category to total loans	Amount	% of loans in each category to total loans	Amount	% of loans in each category to total loans
	(in millions, except percentages)									
Manufacturing	¥ 296,798	11.92%	¥ 239,461	10.44%	¥ 240,013	9.87%	¥ 321,412	9.88%	¥ 409,018	
Construction	32,396	1.07	25,447	0.89	17,318	0.82	9,813	0.74	12,097	
Trade	91,046	11.29	81,685	9.94	70,423	9.20	31,960	9.08	33,579	
	82,220	2.92	69,511	2.44	51,760	2.26	34,430	2.03	42,023	
Real estate and	258,161	8.44	207,281	7.67	164,729	7.04	116,450	6.41	138,119	
and										
Financial	28,895	3.67	21,110	3.61	30,597	3.65	12,840	4.18	14,732	
Insurance										
Communication	27,775	1.33	20,196	1.31	20,130	1.29	14,371	1.23	13,902	
Information										
Industries	68,530	12.35	59,770	12.20	64,443	10.69	48,870	11.97	25,156	
Other	233,531	17.36	177,384	15.30	126,362	14.11	102,351	13.33	106,312	
Investments										
Special	30,377	0.68	28,599	0.73	25,136	0.89	22,950	0.91	25,098	
Insurance										
and										
Financial	26,869	7.35	26,921	8.86	18,325	10.10	24,471	11.09	20,717	
Insurance										
Special	137,780	18.98	119,204	22.20	176,823	24.96	307,050	24.42	263,429	
Industrial	12,085	2.64	9,736	4.41	47,009	5.12	61,750	4.73	78,006	
Other	9,524		8,115		2,411		2,412			
	¥ 1,335,987	100.00%	¥ 1,094,420	100.00%	¥ 1,055,479	100.00%	¥ 1,111,130	100.00%	¥ 1,182,188	100.00%
Provision as a										
percentage of	1.36%		0.99%		0.89%		0.90%		1.00%	
	57.52%		53.77%		57.31%		59.29%		63.27%	

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While the allowance for credit losses contains amounts allocated to components of specifically identified loans as well as a group on a portfolio of loans, the allowance for credit losses covers the credit losses of the entire loan portfolio and the allocations shown above are not intended to be restricted to the specific loan category. Accordingly, as the evaluation of credit risk changes, allocations of the allowance will be adjusted to reflect current conditions and various other factors.

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**Table of Contents****V. Deposits**

The following table shows the average amount of, and the average rate paid on, the following deposit categories for the fiscal years ended March 31, 2015, 2016 and 2017:

	Fiscal years ended March 31,					
	2015		2016		2017	
	Average amount	Average rate	Average amount	Average rate	Average amount	Average rate
(in millions, except percentages)						
Domestic offices:						
Non-interest-bearing demand deposits	¥ 15,678,066		¥ 16,771,050		¥ 20,034,315	
Interest-bearing demand deposits	58,571,378	0.03	62,669,203	0.03	69,961,568	0.02
Deposits at notice	1,169,001	0.03	1,204,182	0.02	1,704,160	0.00
Time deposits	40,773,580	0.08	40,389,469	0.12	41,782,117	0.08
Certificates of deposit	6,327,702	0.09	6,133,456	0.08	3,708,639	0.02
Foreign offices:						
Non-interest-bearing demand deposits	4,704,588		5,711,170		5,636,431	
Interest-bearing deposits, principally time deposits and certificates of deposit	37,361,232	0.66	41,066,208	0.68	38,411,021	0.79
<b>Total</b>	¥ 164,585,547		¥ 173,944,738		¥ 181,238,251	

Deposits at notice represent interest-bearing demand deposits which require the depositor to give two or more days notice in advance of withdrawal.

The average amounts of total deposits by foreign depositors included in domestic offices for the fiscal years ended March 31, 2015, 2016 and 2017 were ¥625,859 million, ¥799,134 million and ¥886,274 million, respectively.

At March 31, 2017, the balances and remaining maturities of time deposits and certificates of deposit ( CDs ) issued by domestic offices in amounts of ¥10 million (approximately U.S.\$90 thousand at the Federal Reserve Bank of New York's noon buying rate on March 31, 2017) or more and total foreign deposits issued in amounts of U.S.\$100,000 or more are shown in the following table:

	Time deposits	Certificates of deposit (in millions)	Total
Domestic offices:			
Three months or less	¥ 6,301,605	¥ 3,307,441	¥ 9,609,046
Over three months through six months	4,785,436	308,589	5,094,025
Over six months through twelve months	9,116,402	206,330	9,322,732
Over twelve months	3,788,524	76,805	3,865,329

<b>Total</b>	¥ 23,991,967	¥ 3,899,165	¥ 27,891,132
Foreign offices			¥ 22,944,072

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**Table of Contents****VI. Short-Term Borrowings**

The following table shows certain additional information with respect to our short-term borrowings for the fiscal years ended March 31, 2015, 2016 and 2017:

	<b>Fiscal years ended March 31,</b>		
	<b>2015</b>	<b>2016</b>	<b>2017</b>
	<b>(in millions, except percentages)</b>		
<b>Call money, funds purchased, and payables under repurchase agreements and securities lending transactions:</b>			
Average balance outstanding during the fiscal year	¥ 33,314,214	¥ 34,418,693	¥ 31,383,032
Maximum balance outstanding at any month-end during the fiscal year	39,210,296	38,054,242	31,520,721
Balance at end of fiscal year	32,602,540	28,213,420	23,605,480
Weighted average interest rate during the fiscal year	0.15%	0.16%	0.26%
Weighted average interest rate on balance at end of fiscal year	0.10%	0.19%	0.18%
<b>Due to trust account:</b>			
Average balance outstanding during the fiscal year	¥ 560,251	¥ 1,162,326	¥ 3,122,190
Maximum balance outstanding at any month-end during the fiscal year	1,610,992	6,338,154	4,099,102
Balance at end of fiscal year	1,610,992	6,338,154	3,335,155
Weighted average interest rate during the fiscal year	0.09%	0.04%	0.01%
Weighted average interest rate on balance at end of fiscal year	0.05%	0.02%	0.00%
<b>Other short-term borrowings:</b>			
Average balance outstanding during the fiscal year	¥ 11,315,050	¥ 11,030,368	¥ 6,527,129
Maximum balance outstanding at any month-end during the fiscal year	11,669,175	11,875,134	7,969,521
Balance at end of fiscal year	11,545,807	9,357,728	7,969,521
Weighted average interest rate during the fiscal year	0.26%	0.23%	0.58%
Weighted average interest rate on balance at end of fiscal year	0.21%	0.36%	0.66%



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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of

Mitsubishi UFJ Financial Group, Inc.

(Kabushiki Kaisha Mitsubishi UFJ Financial Group)

We have audited the accompanying consolidated balance sheets of Mitsubishi UFJ Financial Group, Inc. (Kabushiki Kaisha Mitsubishi UFJ Financial Group) ( MUFG ) and subsidiaries (together, the MUFG Group ) as of March 31, 2016 and 2017, and the related consolidated statements of income, comprehensive income, equity and cash flows for each of the three years in the period ended March 31, 2017 (all expressed in Japanese Yen). These consolidated financial statements are the responsibility of the MUFG Group s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of MUFG and subsidiaries as of March 31, 2016 and 2017, and the results of their operations and their cash flows for each of the three years in the period ended March 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the MUFG Group s internal control over financial reporting as of March 31, 2017, based on the criteria established in *Internal Control Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated July 14, 2017 expressed an unqualified opinion on the MUFG Group s internal control over financial reporting.

/s/ Deloitte Touche Tohmatsu LLC

Tokyo, Japan

July 14, 2017

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****AS OF MARCH 31, 2016 AND 2017**

(in millions)	2016	2017
<b>ASSETS</b>		
Cash and due from banks (Note 8)	¥ 8,656,322	¥ 25,682,741
Interest-earning deposits in other banks (Notes 8 and 32)	41,017,579	38,327,029
Call loans and funds sold	699,025	704,237
Receivables under resale agreements (Notes 15 and 32)	7,446,665	8,188,146
Receivables under securities borrowing transactions (Notes 15 and 32)	6,041,984	11,002,724
Trading account assets (including assets pledged that secured parties are permitted to sell or repledge of ¥11,929,762 and ¥6,175,242 in 2016 and 2017) (including ¥23,656,715 and ¥14,957,135 measured at fair value under fair value option in 2016 and 2017) (Notes 8, 15, 24 and 32)	50,825,399	41,320,049
Investment securities (Notes 3, 8 and 32):		
Available-for-sale securities carried at fair value (including assets pledged that secured parties are permitted to sell or repledge of ¥4,811,104 and ¥11,133,433 in 2016 and 2017)	41,226,231	39,090,099
Held-to-maturity securities carried at amortized cost (including assets pledged that secured parties are permitted to sell or repledge of ¥27,859 and ¥446,146 in 2016 and 2017) (fair value of ¥3,931,248 and ¥3,637,751 in 2016 and 2017)	3,866,668	3,587,321
Other investment securities	554,715	556,161
Total investment securities	45,647,614	43,233,581
Loans, net of unearned income, unamortized premiums and deferred loan fees (including assets pledged that secured parties are permitted to sell or repledge of ¥1,192,996 and ¥1,010,730 in 2016 and 2017) (Notes 4 and 8)	122,790,958	118,214,972
Allowance for credit losses (Note 4)	(1,111,130)	(1,182,188)
Net loans	121,679,828	117,032,784
Premises and equipment net (Note 5)	1,005,905	994,271
Accrued interest	325,373	281,752
Customers acceptance liability	132,532	156,208
Intangible assets net (Notes 2 and 6)	1,015,150	1,020,359
Goodwill (Notes 2 and 6)	454,375	450,143
Deferred tax assets (Notes 7 and 14)	155,010	76,452
Other assets (Notes 8, 13, 14 and 32)	7,454,594	8,714,543
<b>Total assets</b>	<b>¥ 292,557,355</b>	<b>¥ 297,185,019</b>

**Assets of consolidated VIEs included in total assets above that can be used only to settle obligations of consolidated VIEs (Note 26)**

Cash and due from banks	¥	1,409	¥	186
Interest-earning deposits in other banks		52,527		12,048
Trading account assets		2,048,039		539,809
Investment securities		1,383,637		1,637,587
Loans		7,194,695		12,713,190
All other assets		193,152		271,041
<b>Total assets of consolidated VIEs</b>	¥	<b>10,873,459</b>	¥	<b>15,173,861</b>

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS (Continued)****AS OF MARCH 31, 2016 AND 2017**

<b>(in millions, except shares)</b>	<b>2016</b>	<b>2017</b>
<b>LIABILITIES AND EQUITY</b>		
Deposits (Notes 8 and 9):		
Domestic offices:		
Non-interest-bearing	¥ 20,045,780	¥ 23,098,886
Interest-bearing	115,432,472	121,741,545
Overseas offices:		
Non-interest-bearing	5,919,018	6,387,219
Interest-bearing	40,040,817	39,173,973
<b>Total deposits</b>	<b>181,438,087</b>	<b>190,401,623</b>
Call money and funds purchased (Notes 8 and 10)	1,388,589	1,974,977
Payables under repurchase agreements (Notes 8, 15 and 16)	22,114,424	16,081,499
Payables under securities lending transactions (Notes 8, 15 and 16)	4,710,407	5,549,004
Due to trust account (Note 11)	6,338,154	3,335,155
Other short-term borrowings (including ¥110,110 and ¥112,424 measured at fair value under fair value option in 2016 and 2017) (Notes 8, 12 and 32)	9,357,728	7,969,521
Trading account liabilities (Notes 15, 24 and 32)	21,025,012	18,790,133
Obligations to return securities received as collateral (Notes 15, 16 and 32)	1,919,066	3,516,232
Bank acceptances outstanding	132,532	156,208
Accrued interest	132,802	147,351
Long-term debt (including ¥499,386 and ¥377,423 measured at fair value under fair value option in 2016 and 2017) (Notes 8, 12 and 32)	21,959,136	27,743,443
Other liabilities (Notes 1, 7, 8, 13, 14 and 27)	7,193,151	6,755,165
<b>Total liabilities</b>	<b>277,709,088</b>	<b>282,420,311</b>
Commitments and contingent liabilities (Notes 25 and 27)		
Mitsubishi UFJ Financial Group shareholders' equity:		
Capital stock (Notes 17 and 18) common stock authorized, 33,000,000,000 shares; common stock issued, 14,168,853,820 shares in 2016 and 2017, with no stated value	2,090,270	2,090,270
Capital surplus (Note 18)	5,958,929	5,956,644
Retained earnings (Notes 19 and 36):		
Appropriated for legal reserve	239,571	239,571
Unappropriated retained earnings	3,980,257	3,931,612
Accumulated other comprehensive income, net of taxes (Note 20)	2,301,259	2,281,423
Treasury stock, at cost 380,944,204 common shares and 739,564,216 common shares in 2016 and 2017	(299,661)	(513,988)

Total Mitsubishi UFJ Financial Group shareholders equity	14,270,625	13,985,532
Noncontrolling interests (Note 21)	577,642	779,176
<b>Total equity</b>	<b>14,848,267</b>	<b>14,764,708</b>
<b>Total liabilities and equity</b>	<b>¥ 292,557,355</b>	<b>¥ 297,185,019</b>
<b>Liabilities of consolidated VIEs for which creditors or beneficial interest holders do not have recourse to the general credit of Mitsubishi UFJ Financial Group (Note 26)</b>		
Other short-term borrowings	¥ 37,892	¥ 22,044
Long-term debt	691,400	547,971
All other liabilities	139,920	49,447
<b>Total liabilities of consolidated VIEs</b>	<b>¥ 869,212</b>	<b>¥ 619,462</b>

See the accompanying notes to Consolidated Financial Statements.



**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF INCOME****FOR THE FISCAL YEARS ENDED MARCH 31, 2015, 2016 AND 2017**

(in millions)	2015	2016	2017
<b>Interest income:</b>			
Loans, including fees (Note 4)	¥1,981,274	¥2,054,338	¥2,023,649
Deposits in other banks	64,270	82,654	78,735
Investment securities:			
Interest	252,149	254,214	235,638
Dividends	131,593	133,828	135,506
Trading account assets	400,020	422,080	455,860
Call loans and funds sold	11,181	10,450	11,023
Receivables under resale agreements and securities borrowing transactions	54,158	48,174	50,356
Total	2,894,645	3,005,738	2,990,767
<b>Interest expense:</b>			
Deposits	300,692	350,335	347,430
Call money and funds purchased	7,287	8,802	1,791
Payables under repurchase agreements and securities lending transactions	41,294	45,201	80,598
Due to trust account	504	505	207
Other short-term borrowings and trading account liabilities	60,452	54,572	61,137
Long-term debt	252,955	284,949	278,476
Total	663,184	744,364	769,639
<b>Net interest income</b>	2,231,461	2,261,374	2,221,128
<b>Provision for credit losses</b> (Note 4)	86,998	231,862	253,688
<b>Net interest income after provision for credit losses</b>	2,144,463	2,029,512	1,967,440
<b>Non-interest income:</b>			
Fees and commissions income (Note 28)	1,400,980	1,475,872	1,414,893
Foreign exchange gains (losses) net (Note 29)	(113,073)	192,086	(134,885)
Trading account profits (losses) net (Notes 29 and 32)	1,148,661	276,654	(639,184)
Investment securities gains net (Note 3)	154,687	232,259	281,158
Equity in earnings of equity method investees net (Note 14)	172,946	176,857	197,821
Gains on sales of loans (Note 4)	15,027	12,293	13,286
Other non-interest income (Note 21)	65,850	41,669	63,617
Total	2,845,078	2,407,690	1,196,706

<b>Non-interest expense:</b>			
Salaries and employee benefits (Note 13)	1,097,452	1,158,896	1,096,797
Occupancy expenses net (Notes 5 and 27)	168,780	182,782	176,819
Fees and commissions expenses	248,136	285,387	273,675
Outsourcing expenses, including data processing	241,650	244,734	258,345
Depreciation of premises and equipment (Note 5)	108,659	99,680	99,774
Amortization of intangible assets (Note 6)	222,353	237,342	227,942
Impairment of intangible assets (Note 6)	677	117,726	5,803
Insurance premiums, including deposit insurance	115,451	91,854	91,881
Communications	54,712	58,314	55,274
Taxes and public charges	96,627	93,734	94,047
Impairment of goodwill (Note 6)	3,432	333,719	6,638
Provision (credit) for off-balance sheet credit instruments	876	(185)	106,556
Other non-interest expenses (Notes 4, 5, 21 and 27)	368,080	370,549	398,052
<b>Total</b>	<b>2,726,885</b>	<b>3,274,532</b>	<b>2,891,603</b>

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF INCOME (Continued)****FOR THE FISCAL YEARS ENDED MARCH 31, 2015, 2016 AND 2017**

(in millions, except per share amount)	2015	2016	2017
<b>Income before income tax expense</b>	2,262,656	1,162,670	272,543
<b>Income tax expense (Note 7)</b>	666,020	369,432	94,453
<b>Net income before attribution of noncontrolling interests</b>	1,596,636	793,238	178,090
Net income (loss) attributable to noncontrolling interests (Note 21)	65,509	(9,094)	(24,590)
<b>Net income attributable to Mitsubishi UFJ Financial Group</b>	¥ 1,531,127	¥ 802,332	¥ 202,680
<b>Income allocated to preferred shareholders:</b>			
Cash dividends paid	¥ 8,970	¥	¥
<b>Earnings applicable to common shareholders of Mitsubishi UFJ Financial Group</b>	¥ 1,522,157	¥ 802,332	¥ 202,680
<b>Earnings per common share applicable to common shareholders of Mitsubishi UFJ Financial Group (Notes 19 and 23):</b>			
Basic earnings per common share Earnings applicable to common shareholders of Mitsubishi UFJ Financial Group	¥ 107.81	¥ 57.78	¥ 14.93
Diluted earnings per common share Earnings applicable to common shareholders of Mitsubishi UFJ Financial Group	107.50	57.51	14.68
Cash dividend per common share	18.00	18.00	18.00
Weighted average common shares outstanding	14,118	13,886	13,574
Weighted average diluted common shares outstanding	14,138	13,903	13,585

(1) The following credit losses are included in Investment securities gains net:

(in millions)	2015	2016	2017
Decline in fair value	¥ 3,429	¥ 937	¥ 706
Other comprehensive income net	84	26	35
<b>Total credit losses</b>	¥ 3,513	¥ 963	¥ 741

See the accompanying notes to Consolidated Financial Statements.



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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE FISCAL YEARS ENDED MARCH 31, 2015, 2016 AND 2017**

(in millions)	2015	2016	2017
<b>Net income before attribution of noncontrolling interests</b>	¥ 1,596,636	¥ 793,238	¥ 178,090
<b>Other comprehensive income (loss), net of tax (Note 20):</b>			
Net unrealized gains (losses) on investment securities <sup>(1)</sup>	999,817	(249,781)	12,961
Net debt valuation adjustments (Note 14)		3,505	(8,552)
Net unrealized gains (losses) on derivatives qualifying for cash flow hedges	899	1,808	(13,245)
Defined benefit plans (Note 13)	18,927	(131,493)	103,572
Foreign currency translation adjustments	688,518	(356,677)	(143,210)
<b>Total</b>	<b>1,708,161</b>	<b>(732,638)</b>	<b>(48,474)</b>
<b>Comprehensive income</b>	<b>3,304,797</b>	<b>60,600</b>	<b>129,616</b>
Net income (loss) attributable to noncontrolling interests	65,509	(9,094)	(24,590)
Other comprehensive income (loss) attributable to noncontrolling interests	(1,412)	27,773	(24,765)
<b>Comprehensive income attributable to Mitsubishi UFJ Financial Group</b>	<b>¥ 3,240,700</b>	<b>¥ 41,921</b>	<b>¥ 178,971</b>

(1) Unrealized gains of ¥56 million, ¥17 million and ¥24 million, net of tax, related to debt securities with credit component were realized and included in net income before attribution of noncontrolling interests for the fiscal years ended March 31, 2015, 2016 and 2017, respectively.

See the accompanying notes to Consolidated Financial Statements.

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF EQUITY****FOR THE FISCAL YEARS ENDED MARCH 31, 2015, 2016 AND 2017**

(in millions, except per share amount)	2015	2016	2017
<b>Capital stock</b> (Notes 17 and 18):			
Balance at beginning of fiscal year	¥ 2,089,245	¥ 2,090,270	¥ 2,090,270
Issuance of new shares of common stock by way of exercise of stock acquisition rights	1,025		
Balance at end of fiscal year	¥ 2,090,270	¥ 2,090,270	¥ 2,090,270
<b>Capital surplus</b> (Note 18):			
Balance at beginning of fiscal year	¥ 6,363,413	¥ 5,959,626	¥ 5,958,929
Stock-based compensation (Note 33)	(46)	1,002	(1,856)
Issuance of new shares of common stock by way of exercise of the stock acquisition rights	1,024		
Integration of BTMU's Bangkok Branch with Krungsri (Note 2)	(15,269)		
Retirement of Class 5 and 11 Preferred stock (Note 17)	(390,001)		
Other net	505	(1,699)	(429)
Balance at end of fiscal year	¥ 5,959,626	¥ 5,958,929	¥ 5,956,644
<b>Retained earnings appropriated for legal reserve</b> (Note 19):			
Balance at beginning of fiscal year	¥ 239,571	¥ 239,571	¥ 239,571
Balance at end of fiscal year	¥ 239,571	¥ 239,571	¥ 239,571
<b>Unappropriated retained earnings</b> (Note 19):			
Balance at beginning of fiscal year	¥ 2,157,639	¥ 3,424,864	¥ 3,980,257
Net income attributable to Mitsubishi UFJ Financial Group	1,531,127	802,332	202,680
Cash dividends:			
Common stock ¥18.00 per share in 2015, 2016 and 2017	(254,932)	(251,342)	(246,338)
Preferred stock (Class 5) ¥57.50 per share in 2015	(8,970)		
Losses on sales of shares of treasury stock		(1,182)	(1,114)
Effect of adopting new guidance by a foreign affiliated company (Note 14)		5,585	
Effect of adopting new guidance on consolidation of certain variable interest entities (Notes 1 and 26)			(3,873)
Balance at end of fiscal year (Note 36)	¥ 3,424,864	¥ 3,980,257	¥ 3,931,612



**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF EQUITY (Continued)****FOR THE FISCAL YEARS ENDED MARCH 31, 2015, 2016 AND 2017**

(in millions)	2015	2016	2017
<b>Accumulated other comprehensive income, net of taxes:</b>			
Balance at beginning of fiscal year	¥ 1,357,682	¥ 3,067,255	¥ 2,301,259
Net change during the fiscal year	1,709,573	(760,411)	(23,709)
Effect of adopting new guidance by a foreign affiliated company (Note 14)		(5,585)	
Effect of adopting new guidance on consolidation of certain variable interest entities (Notes 1 and 26)			3,873
Balance at end of fiscal year	¥ 3,067,255	¥ 2,301,259	¥ 2,281,423
<b>Treasury stock, at cost:</b>			
Balance at beginning of fiscal year	¥ (2,510)	¥ (102,521)	¥ (299,661)
Purchases of shares of treasury stock (Notes 17 and 18)	(490,076)	(200,053)	(217,803)
Sales of shares of treasury stock	2	2,829	3,491
Retirement of Class 5 and 11 Preferred stock	390,001		
Net decrease (increase) resulting from changes in interests in consolidated subsidiaries, consolidated variable interest entities, and affiliated companies	62	84	(15)
Balance at end of fiscal year	¥ (102,521)	¥ (299,661)	¥ (513,988)
<b>Total Mitsubishi UFJ Financial Group shareholders equity</b>	<b>¥ 14,679,065</b>	<b>¥ 14,270,625</b>	<b>¥ 13,985,532</b>
<b>Noncontrolling interests:</b>			
Balance at beginning of fiscal year	¥ 546,404	¥ 602,276	¥ 577,642
Initial subscriptions of noncontrolling interests (Note 2)	30,374	28,246	112,644
Transactions between the consolidated subsidiaries and the related noncontrolling interest shareholders	(7,790)	8,658	113,878
Decrease in noncontrolling interests related to deconsolidation of subsidiaries	(15,661)	(54,238)	(563,918)
Decrease in noncontrolling interests related to disposition of subsidiaries		(120)	(1,026)
Integration of BTMU's Bangkok Branch with Krungsri (Note 2)	15,269		
Net income (loss) attributable to noncontrolling interests	65,509	(9,094)	(24,590)
Dividends paid to noncontrolling interests	(30,715)	(30,255)	(6,842)
Other comprehensive income (loss), net of taxes	(1,412)	27,773	(24,765)
Effect of adopting new guidance on consolidation of certain variable interest entities (Notes 1 and 26)			595,982
Other net	298	4,396	171



Balance at end of fiscal year	¥ 602,276	¥ 577,642	¥ 779,176
<b>Total equity</b>	¥ 15,281,341	¥ 14,848,267	¥ 14,764,708

See the accompanying notes to Consolidated Financial Statements.

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Table of Contents**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****FOR THE FISCAL YEARS ENDED MARCH 31, 2015, 2016 AND 2017**

(in millions)	2015	2016	2017
<b>Cash flows from operating activities:</b>			
Net income before attribution of noncontrolling interests	¥ 1,596,636	¥ 793,238	¥ 178,090
Adjustments to reconcile net income before attribution of noncontrolling interests to net cash provided by operating activities:			
Depreciation and amortization (Notes 5 and 6)	331,012	337,022	327,716
Impairment of goodwill (Note 6)	3,432	333,719	6,638
Impairment of intangible assets (Note 6)	677	117,726	5,803
Provision for credit losses (Note 4)	86,998	231,862	253,688
Employee benefit cost for severance indemnities and pension plans (Note 13)	19,881	17,441	20,274
Investment securities gains net	(154,687)	(232,259)	(281,158)
Amortization of premiums on investment securities	121,459	133,534	95,091
Changes in financial instruments measured at fair value under fair value option, excluding trading account securities net (Note 32)	(3,403)	(13,867)	103,845
Foreign exchange losses (gains) net	966,676	(358,858)	(136,976)
Equity in earnings of equity method investees net (Note 2)	(172,946)	(176,857)	(197,821)
Provision (benefit) for deferred income tax expense	252,512	(60,945)	(212,368)
Decrease (increase) in trading account assets, excluding foreign exchange contracts	(1,383,251)	(1,718,145)	42,609
Increase in trading account liabilities, excluding foreign exchange contracts	985,687	4,351,881	521,093
Increase (decrease) in unearned income, unamortized premiums and deferred loan fees	(1,243)	18,999	(20,476)
Decrease (increase) in accrued interest receivable and other receivables	(3,901)	(43,962)	49,783
Increase (decrease) in accrued interest payable and other payables	(49,882)	104,487	66,419
Net increase (decrease) in accrued income taxes and decrease (increase) in income tax receivables	(85,406)	9,856	(81,083)
Increase (decrease) in allowance for repayment of excess interest	(17,760)	10,933	(7,790)
Net decrease(increase) in collateral for derivative transactions	(213,599)	539,852	(276,476)
Other net	105,698	(214,617)	228,293
Net cash provided by operating activities	2,384,590	4,181,040	685,194

**Cash flows from investing activities:**

Proceeds from sales of Available-for-sale securities (including proceeds from securities under fair value option) (Note 3)	108,558,436	59,737,908	39,097,727
Proceeds from maturities of Available-for-sale securities (including proceeds from securities under fair value option) (Note 3)	35,252,780	29,412,596	26,685,532
Purchases of Available-for-sale securities (including purchases of securities under fair value option) (Note 3)	(136,034,106)	(88,088,620)	(56,306,531)
Proceeds from maturities of Held-to-maturity securities	743,850	949,592	810,838
Purchases of Held-to-maturity securities	(1,808,379)	(817,350)	(632,116)
Proceeds from sales and redemption of Other investment securities	185,342	108,615	18,539
Purchases of Other investment securities	(9,851)	(88,001)	(10,242)
Acquisition of Alternative Fund Services, a business of MUTB, net of cash acquired (Note 2)		(6,855)	
Acquisition of MUFG Capital Analytics LLC (formerly Capital Analytics II LLC), a subsidiary of MUTB, net of cash acquired (Note 2)			(4,154)
Purchase of common stock and preferred stock investment in Security Bank Corporation, an equity method investee of BTMU (Note 2)			(91,993)
Acquisition of MUFG Investor Services (US) (formerly Rydex Fund Services, LLC), a subsidiary of MUTB, net of cash acquired (Note 2)			(17,175)
Purchase of common stock in Hitachi Capital Corporation, an equity method investee of MUFG (Note 2)			(91,877)
Acquisition of Hattha Kaksekar Limited, a subsidiary of Krungsri, net of cash acquired (Note 2)			(8,895)
Net decrease (increase) in loans	(2,460,836)	(8,118,108)	2,514,824
Net decrease (increase) in interest-earning deposits in other banks	(15,763,663)	(4,005,422)	2,430,244
Net decrease (increase) in call loans, funds sold, and receivables under resale agreements and securities borrowing transactions	643,792	(1,928,024)	(6,971,016)
Proceeds from sales of premises and equipment	10,138	37,828	32,512
Capital expenditures for premises and equipment	(162,785)	(140,651)	(116,786)
Purchases of intangible assets	(210,851)	(221,264)	(237,253)
Proceeds from sales and dispositions of investments in equity method investees	46,872	35,666	66,729
Proceeds from sales of consolidated VIEs and subsidiaries net	102,593	209,220	264,228
Other net	(69,011)	(72,106)	(184,800)
Net cash provided by (used in) investing activities	(10,975,679)	(12,994,976)	7,248,335

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)****FOR THE FISCAL YEARS ENDED MARCH 31, 2015, 2016 AND 2017**

(in millions)	2015	2016	2017
<b>Cash flows from financing activities:</b>			
Net increase in deposits	3,951,886	12,400,034	10,902,923
Net decrease in call money, funds purchased, and payables under repurchase agreements and securities lending transactions	(366,760)	(3,072,615)	(2,979,979)
Net increase (decrease) in due to trust account	860,782	4,727,162	(3,002,999)
Net decrease in other short-term borrowings	(231,787)	(1,955,867)	(1,221,838)
Proceeds from issuance of long-term debt	7,805,572	6,335,881	12,617,836
Repayments of long-term debt	(3,072,630)	(3,786,480)	(6,804,292)
Proceeds from sales of treasury stock	2	15	256
Payments for acquisition of treasury stock (Note 18)	(100,076)	(200,053)	(217,803)
Payments for acquisition of preferred stock (Note 17)	(390,000)		
Payments for acquisition of shares of certain subsidiaries from noncontrolling interest shareholders	(29,464)	(4,398)	(1,612)
Dividends paid	(263,920)	(251,448)	(246,345)
Dividends paid by subsidiaries to noncontrolling interests	(30,715)	(30,255)	(6,842)
Other net	50,358	6,703	105,995
<b>Net cash provided by financing activities</b>	<b>8,183,248</b>	<b>14,168,679</b>	<b>9,145,300</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<b>71,849</b>	<b>(51,657)</b>	<b>(52,410)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(335,992)</b>	<b>5,303,086</b>	<b>17,026,419</b>
<b>Cash and cash equivalents at beginning of fiscal year</b>	<b>3,689,228</b>	<b>3,353,236</b>	<b>8,656,322</b>
<b>Cash and cash equivalents at end of fiscal year</b>	<b>¥ 3,353,236</b>	<b>¥ 8,656,322</b>	<b>¥ 25,682,741</b>
<b>Supplemental disclosure of cash flow information:</b>			
<b>Cash paid during the fiscal year for:</b>			
Interest	¥ 729,403	¥ 755,739	¥ 779,239
Income taxes, net of refunds	498,914	406,287	373,887
<b>Non-cash investing and financing activities:</b>			
Assets acquired under capital lease arrangements	3,087	4,831	7,065
Acquisition of Alternative Fund Services, a business of MUTB (Note 2):			
Fair value of assets acquired, excluding cash and cash equivalents		349,266	
Fair value of liabilities assumed		342,411	

Adoption of new guidance on consolidation of certain variable interest entities (Note 1 and 26):	
Increase in total assets, excluding cash and cash equivalents	628,236
Increase in total liabilities	32,254
Increase in noncontrolling interests	595,982
Acquisition of MUFG Capital Analytics LLC, a subsidiary of MUTB (Note 2):	
Fair value of assets acquired, excluding cash and cash equivalents	5,038
Fair value of liabilities assumed	884
Acquisition of MUFG Investor Services (US), LLC, a subsidiary of MUTB (Note 2):	
Fair value of assets acquired, excluding cash and cash equivalents	17,847
Fair value of liabilities assumed	672
Acquisition of Hattha Kaksekar Limited, a subsidiary of Krungsri (Note 2):	
Fair value of assets acquired, excluding cash and cash equivalents	62,525
Fair value of liabilities assumed	53,630

See the accompanying notes to Consolidated Financial Statements.

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****1. BASIS OF FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*****Description of Business***

Mitsubishi UFJ Financial Group, Inc. ( MUFG ) is a holding company for The Bank of Tokyo-Mitsubishi UFJ, Ltd. ( BTMU ), Mitsubishi UFJ Trust and Banking Corporation ( MUTB ), Mitsubishi UFJ Securities Holdings Co., Ltd. ( MUSHD ), Mitsubishi UFJ NICOS Co., Ltd. ( Mitsubishi UFJ NICOS ), and other subsidiaries. MUSHD is an intermediate holding company for Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. ( MUMSS ). Through its subsidiaries and affiliated companies, MUFG engages in a broad range of financial operations, including commercial banking, investment banking, trust banking and asset management services, securities businesses, and credit card businesses, and it provides related services to individual and corporate customers. See Note 30 for more information by business segment.

***Basis of Financial Statements***

The accompanying consolidated financial statements are presented in Japanese yen, the currency of the country in which MUFG is incorporated and principally operates. The accompanying consolidated financial statements have been prepared on the basis of accounting principles generally accepted in the United States of America ( U.S. GAAP ). In certain respects, the accompanying consolidated financial statements reflect adjustments which are not included in the consolidated financial statements issued by MUFG and certain of its subsidiaries in accordance with applicable statutory requirements and accounting practices in their respective countries of incorporation. The major adjustments include those relating to (1) investment securities, (2) derivative financial instruments, (3) allowance for credit losses, (4) income taxes, (5) consolidation, (6) premises and equipment, (7) transfer of financial assets, (8) accrued severance indemnities and pension liabilities, (9) goodwill and other intangible assets and (10) lease transactions.

Fiscal years of certain subsidiaries, which end on December 31, and MUFG's fiscal year, which ends on March 31, have been treated as coterminous. For the fiscal years ended March 31, 2015, 2016 and 2017, the effect of recording intervening events for the three-month periods ended March 31 on MUFG's proportionate equity in net income of subsidiaries with fiscal years ended on December 31, would have resulted in an increase of ¥6.15 billion, an increase of ¥1.34 billion, and an increase of ¥10.22 billion to net income attributable to Mitsubishi UFJ Financial Group, respectively. No intervening events occurred during each of the three-month periods ended March 31, 2015, 2016 and 2017 which, if recorded, would have had material effects on consolidated total assets, loans, total liabilities, deposits or total equity as of March 31, 2015, 2016 and 2017.

***Use of Estimates***

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to management judgment primarily relate to the allowance for credit losses, the valuation of deferred tax assets, the valuation of financial instruments, the accounting for goodwill and intangible assets, impairment of

investment securities, the allowances for repayment of excess interest and accrued severance indemnities and pension liabilities.

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Summary of Significant Accounting Policies***

Significant accounting policies applied in the accompanying consolidated financial statements are summarized below:

*Consolidation* The accompanying consolidated financial statements include the accounts of MUFG, its subsidiaries and certain variable interest entities ( VIE s) (together, the MUFG Group ). In situations in which the MUFG Group has a controlling financial interest in other entities, including certain VIEs, such entities are consolidated and noncontrolling interests, if any, are recorded in Total equity. Intercompany transactions and balances have been eliminated. Investments in affiliated companies (companies over which the MUFG Group has the ability to exercise significant influence) are accounted for by the equity method of accounting and are reported in Other assets. The MUFG Group s equity interest in the earnings of these equity investees and other-than-temporary impairment ( OTTI ) are reported in Equity in earnings of equity method investees-net. The MUFG Group recognizes an impairment loss on investments in equity method investees that is other-than-temporary. The MUFG Group determines whether loss on investments is other-than-temporary, through consideration of various factors, such as inability to recover the carrying amount of the investment, the inability of the investee to sustain an earnings capacity that would justify the carrying amount of the investment, the length of time and the extent to which the fair value has been less than cost, the financial condition and near-term prospects of the investees, and the intent and ability to retain its investment in the investees for a period of time sufficient to allow for any anticipated recovery in the fair value. The MUFG Group also evaluates additional factors, such as the condition and trend of the economic cycle, and trends in the general market.

The MUFG Group consolidates VIEs if it has the power to direct the activities of a VIE which most significantly impact the VIE s economic performance and has the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE. To assess whether a VIE should be consolidated or not, the MUFG Group considers all factors, such as the purpose and design of the VIE, contractual arrangements, and the MUFG Group s involvement in both the establishment of the VIE and day-to-day activities of the VIE. The MUFG Group considers a right to make the most significant decisions affecting a VIE to determine whether it is deemed to have the power to direct the activities of the VIE. Furthermore, the MUFG Group considers its economic interests in the VIE, including investments in debt or equity instruments issued by the VIE, liquidity and credit enhancement, and guarantees to determine whether such interests are potentially significant to the VIE or not.

Assets that the MUFG Group holds in an agency, fiduciary or trust capacity are not assets of the MUFG Group and, accordingly, are not included in the accompanying consolidated balance sheets.

*Cash Flows* For the purposes of reporting cash flows, cash and cash equivalents are defined as those amounts included in the accompanying consolidated balance sheets under the caption Cash and due from banks with original maturities of 90 days or less. Cash flows from qualified hedging activities are classified in the same category as the items being hedged.

*Translation of Foreign Currency Financial Statements and Foreign Currency Transactions* Financial statements of overseas entities are translated into Japanese yen using the respective fiscal year-end exchange rates for assets and liabilities. Income and expense items are translated at average rates of exchange for the respective fiscal years.



Foreign currency translation gains and losses related to the financial statements of overseas entities of the MUFG Group, net of related income tax effects, are credited or charged directly to Foreign currency translation adjustments, a component of Accumulated other comprehensive income ( Accumulated OCI ). Tax effects of

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

gains and losses on foreign currency translation of the financial statements of overseas entities are not recognized unless it is apparent that the temporary differences will reverse in the foreseeable future.

Foreign currency-denominated assets and liabilities are translated into the functional currencies of the individual entities included in consolidation at the respective fiscal year-end foreign exchange rates. Foreign currency-denominated income and expenses are translated using average rates of exchange for the respective fiscal years. Gains and losses from such translation are included in Foreign exchange gains (losses) net, as appropriate.

*Repurchase Agreements, Securities Lending and Other Secured Financing Transactions* Securities sold with agreements to repurchase ( repurchase agreements ), securities purchased with agreements to resell ( resale agreements ) and securities lending and borrowing transactions are accounted for as secured financing or lending transactions, if the transferor has not surrendered control over the securities. Repurchase agreements and resale agreements are generally carried at the amounts at which the securities will be subsequently sold or repurchased, and securities lending and borrowing transactions are generally carried at the amount of cash collateral advanced or received. If they meet the relevant conditions for the surrender of control, they are accounted for as sales of securities with related off-balance sheet forward repurchase commitments or purchases of securities with related off-balance sheet forward resale commitments. For the fiscal years ended March 31, 2015, 2016 and 2017, there were no such transactions accounted for as sales or purchases.

*Collateral* For secured lending transactions, including resale agreements, securities borrowing transactions, commercial lending and derivative transactions, the MUFG Group, as a secured party, generally has the right to require the counterparties to provide collateral, including letters of credit, cash, securities and other financial assets. For most secured lending transactions, the MUFG Group maintains strict levels of collateralization governed by a daily mark-to-market analysis. Financial assets pledged as collateral are generally negotiable financial instruments and are permitted to be sold or repledged by secured parties. If the MUFG Group sells these financial assets received as collateral, it recognizes the proceeds from the sale and its obligation to return the collateral. For secured borrowing transactions, principally repurchase agreements and securities lending transactions and derivative transactions, where the secured party has the right to sell or repledge financial assets pledged as collateral, the MUFG Group separately discloses those financial assets pledged as collateral in the accompanying consolidated balance sheets.

*Trading Account Securities* Securities and money market instruments held in anticipation of short-term market movements and for resale to customers are included in Trading account assets, and short trading positions of these instruments are included in Trading account liabilities. Trading positions are carried at fair value in the accompanying consolidated balance sheets and recorded on a trade date basis. Changes in the fair value of trading positions are recognized in Trading account profits (losses). The MUFG Group has elected the fair value option for certain foreign securities. See Note 32 for a further discussion of fair value option.

*Investment Securities* Debt securities for which the MUFG Group has both the ability and positive intent to hold to maturity are classified as Held-to-maturity securities and are carried at amortized cost. Debt securities that the MUFG Group may not hold to maturity and marketable equity securities, other than those classified as Trading account securities, are classified as Available-for-sale securities, and are carried at their fair values, with unrealized gains and losses reported on a net-of-tax basis within Accumulated OCI, net of taxes, which is a component of equity. Other

investment securities include nonmarketable equity securities carried at their acquisition cost and investment securities held by subsidiaries that are investment companies or brokers and dealers. Such securities held by those subsidiaries are subject to the specialized industry accounting principles for investment companies and brokers and dealers applicable for those subsidiaries. Securities of those subsidiaries are carried at their fair values.

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

For marketable equity securities, an OTTI is recognized in earnings when a decline in fair value below the cost is deemed other-than-temporary. For debt securities, an OTTI is recognized in earnings for a security if the MUFG Group has intent to sell such a debt security or if it is more likely than not the MUFG Group will be required to sell such a debt security before recovery of its amortized cost basis. If not, the credit component of an OTTI is recognized in earnings, but the noncredit component is recognized in Accumulated OCI. In determining other-than-temporary declines in fair value to be recognized as an impairment loss on investment securities, the MUFG Group generally considers factors such as the ability and positive intent to hold the investments for a period of time sufficient to allow for anticipated recovery in fair value, the financial condition of the issuer, the extent of decline in fair value, and the length of time that the decline in fair value below cost has existed. Interest and dividends on investment securities are reported in Interest income. Dividends are recognized when the shareholder right to receive the dividend is established. Gains and losses on disposition of investment securities are computed using the average cost method and are recognized on the trade date.

*Derivative Financial Instruments* The MUFG Group engages in derivative activities involving swaps, forwards, futures, options, and other types of derivative contracts. Derivatives are used in trading activities to generate trading revenues and fee income for its own account and to respond to customers' financial needs. Derivatives are also used to manage counterparty credit risk and market risk exposures to fluctuations in interest and foreign exchange rates, equity and commodity prices.

Derivatives entered into for trading purposes are carried at fair value and are reported as Trading account assets or Trading account liabilities, as appropriate. The fair values of derivative contracts executed with the same counterparty under legally enforceable master netting agreements are presented on a gross basis. Changes in the fair value of such contracts are recognized currently in Foreign exchange gains (losses) net with respect to foreign exchange contracts and in Trading account profits (losses) net with respect to interest rate contracts and other types of contracts.

Embedded features that are not clearly and closely related to the host contracts and meet the definition of derivatives are separated from the host contracts and measured at fair value unless the contracts embedding the derivatives are measured at fair value in their entirety.

Derivatives are also used to manage exposures to fluctuations in interest and foreign exchange rates arising from mismatches of asset and liability positions. Certain of those derivatives are designated as hedging instruments and qualify for hedge accounting. The MUFG Group designates a derivative as a hedging instrument at the inception of each such hedge relationship, and it documents, for such individual hedging relationships, the risk management objective and strategy, including the item being hedged, the specific risk being hedged and the method used to assess the hedge effectiveness. In order for a hedging relationship to qualify for hedge accounting, the changes in the fair value of the derivative instruments must be highly effective in achieving offsetting changes in fair values or variable cash flows of the hedged items attributable to the risk being hedged. Any ineffectiveness, which arises during the hedging relationship, is recognized in Non-interest income or expense in the period in which it arises. All qualifying hedging derivatives are valued at fair value and included in Other assets or Other liabilities, as appropriate. For cash flow hedges, the unrealized changes in fair value to the extent effective are recognized in Accumulated OCI. Amounts realized on cash flow hedges related to variable rate loans are recognized in Net interest income in the period when the cash flow from the hedged item is realized. The fair value of cash flow hedges related to forecasted transactions, if

any, is recognized in Non-interest income or expense in the period when the forecasted transaction occurs. Any difference that arises from gains or losses on hedging derivatives offsetting corresponding gains or losses on the hedged items, and gains and losses on derivatives attributable to the risks excluded from the assessment of hedge effectiveness are recognized in Non-interest income or expense.

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Loans* Loans originated by the MUFG Group ( originated loans ) are carried at the principal amount outstanding, adjusted for unearned income and deferred net nonrefundable loan fees and costs. Originated loans held and intended for dispositions or sale in secondary markets are transferred to the held-for-sale classification and carried at the lower of cost or estimated fair value generally on an individual loan basis. Loan origination fees, net of certain direct origination costs, are deferred and recognized over the contractual life of the loan as an adjustment to yield using a method that approximates the interest method. Interest income on loans that are not impaired is accrued and credited to interest income as it is earned. Unearned income and discounts or premiums on purchased loans are deferred and recognized over the remaining contractual terms of the loans using a method that approximates the interest method when such purchased loans are outside the scope of the guidance on loans and debt securities acquired with deteriorated credit quality as described below.

The MUFG Group classifies its loan portfolio into the following portfolio segments Commercial, Residential, Card, MUFG Americas Holdings Corporation ( MUAH ), and Bank of Ayudhya Public Company Limited ( Krungsri ) based on the grouping used by the MUFG Group to determine the allowance for credit losses. The MUFG Group further classifies the Commercial segment into classes based on initial measurement attributes, risk characteristics, and its method of monitoring and assessing credit risk.

Originated loans are considered impaired when, based on current information and events, it is probable that the MUFG Group will be unable to collect all the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Past due status is determined based on the contractual terms of the loan and the actual number of days since the last payment date, and is considered in determining impairment. Originated loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is generally evaluated on a loan-by-loan basis by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's observable market price, or the fair value of the collateral if the loan is collateral dependent.

Originated loans are generally placed on nonaccrual status when substantial doubt exists as to the full and timely collection of either principal or interest, specifically when principal or interest is contractually past due one month or more with respect to loans within all classes of the Commercial segment, three months or more with respect to loans within the Card, MUAH, and Krungsri segments, and six months or more with respect to loans within the Residential segment. A nonaccrual loan may be restored to an accrual status when interest and principal payments become current and management expects that the borrower will make future contractual payments as scheduled. When a loan is placed on nonaccrual status, interest accrued but not received is generally reversed against interest income. Cash receipts on nonaccrual loans, for which the ultimate collectibility of principal is uncertain, are applied as principal reductions; otherwise, such collections are credited to income.

The MUFG Group modifies certain loans in conjunction with its loss-mitigation activities. Through these modifications, concessions are granted to a borrower who is experiencing financial difficulty, generally in order to minimize economic loss, to avoid foreclosure or repossession of collateral, and to ultimately maximize payments

received from the borrower. The concessions granted vary by portfolio segment, by program, and by borrower-specific characteristics, and may include interest rate reductions, term extensions, payment deferrals, and partial principal forgiveness. Loan modifications that represent concessions made to borrowers who are experiencing financial difficulties are identified as troubled debt restructurings ( TDRs ).

Generally, accruing loans that are modified in a TDR remain as accruing loans subsequent to the modification, and nonaccrual loans remain as nonaccrual. However, if a nonaccrual loan has been modified as a

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

TDR, the borrower is not delinquent under the modified terms, and demonstrates that its financial condition has improved, the MUFG Group may reclassify the loan to accrual status. This determination is generally performed at least once a year through a detailed internal credit rating review process. Once a nonaccrual loan is deemed to be a TDR, the MUFG Group will continue to designate the loan as a TDR even if the loan is reclassified to accrual status.

A loan that has been modified into a TDR is considered to be impaired until it matures, is repaid, or is otherwise liquidated, regardless of whether the borrower performs under the modified terms. Because loans modified in TDRs are considered to be impaired, these loans are measured for impairment using the MUFG Group's established asset-specific allowance methodology, which considers the expected default rates for the modified loans. See *Allowance for Credit Losses* for a discussion for each portfolio segment.

In accordance with the guidance on loans and debt securities acquired with deteriorated credit quality, impaired loans acquired for which it is probable that the MUFG Group will be unable to collect all contractual receivables are initially recorded at the present value of amounts expected to be received. For these impaired loans, the related valuation allowances are not carried over or created initially. Accretable yield is limited to the excess of the investor's estimate of undiscounted cash flows over the investor's initial investment in the loan. Subsequent increases in cash flows expected to be collected are recognized prospectively through adjustment of the loan's yield over its remaining life after reduction of any remaining allowance for credit losses for the loan established after its acquisition, if any, while any decrease in such cash flows below those initially expected at acquisition plus additional cash flows expected to be collected arising from changes in estimate after acquisition is recognized as an impairment.

*Loan Securitization* The MUFG Group securitizes and services commercial, industrial, and residential loans in the normal course of business. The MUFG Group accounts for a transfer of loans in a securitization transaction as a sale if it meets relevant conditions for the surrender of control. Otherwise, the transfer is accounted for as a collateralized borrowing transaction. When a securitization is accounted for as a sale, the proceeds from a sale of financial assets consist of the cash and any other assets obtained, including beneficial interests and separately recognized servicing assets, in the transfer less any liabilities incurred, including separately recognized servicing liabilities. All proceeds and reductions of proceeds from a sale shall be initially measured at fair value.

*Allowance for Credit Losses* The MUFG Group maintains an allowance for credit losses to absorb probable losses inherent in the loan portfolio. Actual credit losses (amounts deemed uncollectible, in whole or in part), net of recoveries, are generally determined based on detailed loan reviews and a credit assessment by management at each balance sheet date, and are deducted from the allowance for credit losses as net charge-offs. The MUFG Group generally applies its charge-off policy to all loans in its portfolio regardless of the type of borrower. Management believes that the provision for credit losses is adequate and the allowance is at the appropriate amount to absorb probable losses inherent in the loan portfolio. During the fiscal year ended March 31, 2017, the MUFG Group did not make any significant changes to the methodologies or policies used to determine its allowance for credit losses.

Key elements relating to the policies and discipline used in determining the allowance for credit losses are credit classification and the related borrower categorization process. The categorization is based on conditions that may affect the ability of borrowers to service their debt, taking into consideration current financial information, historical payment experience, credit documentation, public information, analyses of relevant industry segments or existing



economic conditions. In determining the appropriate level of the allowance, the MUFG Group evaluates the probable loss by collateral value, historical loss experience, probability of insolvency

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

and category of loan based on its type and characteristics. The MUFG Group calculates the allowance for credit losses over the loss emergence period that is a time between a loss occurring event and the subsequent confirmation of a loss. The MUFG Group updates these conditions and probable loss on a regular basis and upon the occurrence of unexpected change in the economic environment.

The methodologies used to estimate the allowance and the charge-off policy for each portfolio segment are as follows:

*Commercial segment*

In the Commercial segment, the methodology for assessing the appropriateness of the allowance consists of several key elements, which include the allocated allowance for loans individually evaluated for impairment, the formula allowance, and the allocated allowance for large groups of smaller-balance homogeneous loans.

The allocated allowance for loans individually evaluated for impairment represents the impairment allowance determined in accordance with the guidance on accounting by creditors for the impairment of a loan. The factors considered by management in determining impairment are the internal credit rating assigned to each borrower which represents the borrower's creditworthiness determined based on payment status, the number of delinquencies, and the probability of collecting principal and interest payments when due. The impairment of a loan is measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, or the loan's observable market price, or the fair value of the collateral if the loan is collateral dependent.

The formula allowance is applied to loans that are categorized as Normal or Close Watch, excluding loans identified as a TDR, based on the internal credit rating and historical loss factors which are based on the loss experience. See Note 4 for the information on loans to borrowers categorized based on the internal borrower rating. Estimated losses inherent in the loans at the balance sheet date are calculated by multiplying the default ratio by the nonrecoverable ratio (determined as a complement of the recovery ratio). The default ratio is determined by each internal credit rating, taking into account the historical number of defaults of borrowers within each internal credit rating divided by the total number of borrowers. The recovery ratio is mainly determined by the historical experience of collections against loans in default. The default ratio, the recovery ratio and other indicators are continually reviewed to determine the appropriate level of the allowance. Because the evaluation of inherent loss for these loans involves an uncertainty, subjectivity and judgment, the estimation of the formula allowance is back-tested by comparing the allowance with the actual results subsequent to the balance sheet date. The results of such back-testing are evaluated by management to determine whether the manner and level of the formula allowance needs to be changed in subsequent years.

The allocated allowance for large groups of smaller-balance homogeneous loans is established through a process that begins with estimates of probable losses inherent in the portfolio. These estimates are based upon various analyses, including historical delinquency and historical loss experience.

Loans that have been modified into a TDR are treated as impaired loans. For nonaccrual TDRs, the allowance for credit losses is provided for these loans using the discounted cash flow method, or based on the fair value of the collateral. For TDRs accounted for as accruing loans, the allowance for credit losses is determined by discounting the estimated future cash flows using the effective interest rate of the loans prior to modification.

In relation to loans categorized as Legally/Virtually Bankrupt, the carrying amount of loans less estimated value of the collateral and guaranteed amount is generally considered uncollectible, and is charged off.

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Residential segment*

In the Residential segment, the loans are comprised of smaller-balance homogeneous loans that are pooled by their internal credit ratings-based on the number of delinquencies. The loans in this segment are generally secured by collateral. Collateral values are based on internal valuation sources, and the allowance is determined for unsecured amounts. The allowance for the nondelinquent group of loans is determined based on historical loss experience. For delinquent groups of loans, the MUFG Group determines the allowance based on the probability of insolvency by the number of actual delinquencies and historical loss experience.

Loans that have been modified into a TDR are treated as impaired loans. For nonaccrual TDRs, the allowance for credit losses is provided for these loans using the discounted cash flow method, or based on the fair value of the collateral. For TDRs accounted for as accruing loans, the allowance for credit losses is determined by discounting the estimated future cash flows using the effective interest rate of the loans prior to modification.

In relation to loans that are in past due status over a certain period of time and deemed uncollectible, the carrying amount of loans less estimated value of the collateral and guaranteed amount is generally considered uncollectible and charged off.

*Card segment*

In the Card segment, the loans are smaller-balance homogeneous loans that are pooled by their internal credit rating based on the number of delinquencies. The allowance for loans in this segment is generally determined based on the probability of insolvency by the number of actual delinquencies and historical loss experience. For calculating the allocated allowance for loans specifically identified for evaluation, impaired loans are aggregated for the purpose of measuring impairment using historical loss factors.

Loans that have been modified into a TDR are treated as impaired loans, and the allowance for credit losses is determined using the discounted cash flow method whereby the estimated future cash flows are discounted using the effective interest rate of the loans prior to modification.

In relation to loans that are in past due status over a certain period of time and deemed uncollectible, the amount of loans is generally fully charged off.

*MUAH segment*

In the MUAH segment, the methodology for assessing the appropriateness of the allowance consists of several key elements, which include the allocated allowance for loans individually evaluated for impairment, the formula allowance, the allocated allowance for large groups of smaller-balance homogeneous loans, and the unallocated allowance.

The allocated allowance for loans individually evaluated for impairment is established for loans when management determines that the MUFG Group will be unable to collect all amounts due according to the contractual terms of the

loan agreement, including interest payments. Impaired loans are carried at the lower of the recorded investment in the loan, the present value of expected future cash flows discounted at the loan's effective rate, the loan's observable market price, or the fair value of the collateral, if the loan is collateral dependent.

The formula allowance is calculated by applying historical loss factors to outstanding loans. Historical loss factors are based on the historical loss experience and may be adjusted for significant factors that, in management's judgment, affect the collectibility of the portfolio as of the balance sheet date.

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The allocated allowance for large groups of smaller-balance homogeneous loans is established for consumer loans as well as for smaller balance commercial loans. These loans are managed on a pool basis, and loss factors are based on expected net charge-off ranges.

The unallocated allowance represents an estimate of additional losses inherent in the loan portfolio and is composed of attribution factors, which are based upon management's evaluation of various conditions that are not directly measured in the determination of the allocated allowance. The conditions used for consideration of the unallocated allowance at each balance sheet date include factors, such as existing general economic and business conditions affecting the key lending areas and products of the MUFG Group, credit quality trends and risk identification, collateral values, loan volumes, underwriting standards and concentrations, specific industry conditions, recent loss experience and the duration of the current business cycle. The MUFG Group reviews these conditions and has an internal discussion with senior credit officers on a quarterly basis.

Loans that have been modified into a TDR are treated as impaired loans. For nonaccrual TDRs, the allowance for credit losses is provided for these loans using the discounted cash flow method, or based on the fair value of the collateral. For TDRs accounted for as accruing loans, the allowance for credit losses is determined by using the discounted cash flow method whereby the estimated future cash flows are discounted using the effective interest rate of the loans prior to modification.

Commercial loans are generally considered uncollectible based on an evaluation of the financial condition of a borrower as well as the value of any collateral and, when considered to be uncollectible, loans are charged off in whole or in part. Consumer loans are generally considered uncollectible based on past due status and the value of any collateral and, when considered to be uncollectible, loans are charged off in whole or in part.

*Krungsri segment*

In the Krungsri segment, the methodology for assessing the appropriateness of the allowance consists of several key elements, which include the allocated allowance for loans individually evaluated for impairment, the formula allowance, and the allocated allowance for large groups of smaller-balance homogeneous loans.

The allocated allowance for loans individually evaluated for impairment is established for loans when management determines that the MUFG Group will be unable to collect all amounts due according to the contractual terms of the loan agreement, including interest payments. Impaired loans are carried at the lower of the recorded investment in the loan, the present value of expected future cash flows discounted at the loan's effective rate, the loan's observable market price, or the fair value of the collateral, if the loan is collateral dependent.

The formula allowance is calculated by applying historical loss factors to outstanding loans. Historical loss factors are based on the historical loss experience and may be adjusted for significant factors that, in management's judgment, affect the collectibility of the portfolio as of the balance sheet date.

The allocated allowance for large groups of smaller-balance homogeneous loans is established for smaller balance loans such as housing loans, credit card loans, and personal loans. These loans are managed on a pool basis, and loss

factors are based on expected net charge-off ranges.

Loans that have been modified into a TDR are treated as impaired loans. For nonaccrual TDRs, the allowance for credit losses is provided for these loans using the discounted cash flow method, or based on the fair value of the collateral. For TDRs accounted for as accruing loans, the allowance for credit losses is determined by using the discounted cash flow method whereby the estimated future cash flows are discounted using the effective interest rate of the loans prior to modification.

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Loans to customers are charged off when they are determined to be uncollectible considering the financial condition of a borrower.

*Allowance for Off-Balance Sheet Credit Instruments* The MUFG Group maintains an allowance for credit losses on off-balance sheet credit instruments, including commitments to extend credit, guarantees, standby letters of credit and other financial instruments. The allowance is recorded as a liability in Other liabilities. The MUFG Group adopts the same methodology used in determining the allowance for credit losses on loans. Potential credit losses related to derivatives are considered in the fair value of the derivatives.

*Premises and Equipment* Premises and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is charged to operations over the estimated useful lives of the related assets. Leasehold improvements are depreciated over the terms of the respective leases or the estimated useful lives of the improvements, whichever is shorter. MUFG, BTMU and MUTB apply the declining-balance method in depreciating their premises and equipment, while other subsidiaries mainly apply the straight-line method, at rates principally based on the following estimated useful lives:

	<b>Years</b>
Buildings	15 to 50
Equipment and furniture	2 to 20
Leasehold improvements	5 to 39

Maintenance, repairs and minor improvements are charged to operations as incurred. Major improvements are capitalized. Net gains or losses on dispositions of premises and equipment are included in Other non-interest income or expense, as appropriate.

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of an asset to be held and used is measured by a comparison of the carrying amount to future undiscounted net cash flows expected to be generated by the asset. If an asset is considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds the fair value. For purposes of recognition and measurement of an impairment loss, a long-lived asset or assets are grouped with other assets and liabilities at the lowest level with independent and identifiable cash flows. Assets to be disposed of by sale are reported at the lower of the carrying amount or fair value less estimated cost to sell.

Asset retirement obligations related to restoration of certain leased properties upon lease termination are recorded in Other liabilities with a corresponding increase in leasehold improvements. The amounts represent the present value of expected future cash flows associated with returning such leased properties to their original condition. The difference between the gross and present value of expected future cash flows is accreted over the life of the related leases as a non-interest expense.



*Goodwill* The MUFG Group recognizes goodwill, as of the acquisition date, measured as the excess of the purchase price over the fair value of the net assets acquired. Goodwill related to investments in equity method investees is included in Other assets as a part of the carrying amount of investments in equity method investees.

Goodwill arising from a business combination is not amortized but is tested at least annually for impairment. Goodwill is recorded at a designated reporting unit level for the purpose of assessing impairment. A reporting unit is an operating segment, or an identified business unit one level below an operating segment. An impairment loss is recognized to the extent that the carrying amount of goodwill exceeds its implied fair value.

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*Intangible assets* Intangible assets consist of software, core deposit intangibles, customer relationships, trade names and other intangible assets. These are amortized over their estimated useful lives unless they have indefinite useful lives. Amortization of intangible assets is computed in a manner that best reflects the economic benefits of the intangible assets as follows:

	Useful lives (years)	Amortization method
Software	2 to 10	Straight-line
Core deposit intangibles	10 to 16	Straight-line
Customer relationships	7 to 27	Straight-line, Declining-balance
Trade names	7 to 40	Straight-line

Intangible assets having indefinite useful lives are not amortized but are subject to annual impairment tests. An impairment exists if the carrying value of an indefinite-lived intangible asset exceeds its fair value. For other intangible assets subject to amortization, an impairment is recognized if the carrying amount is not recoverable and the carrying amount exceeds the fair value of the intangible asset.

The MUFG Group capitalizes certain costs associated with the acquisition or development of internal-use software. Costs subject to capitalization are salaries and employee benefits for employees who are directly associated with and who devote time to the internal-use computer software project, to the extent of time spent directly on the project. Once the software is ready for its intended use, the MUFG Group begins to amortize capitalized costs on a straight-line basis.

*Accrued Severance and Pension Liabilities* The MUFG Group has defined benefit pension plans and other postretirement benefit plans, including severance indemnities plans ( SIPs ). The liabilities related to these plans are computed and recognized based on actuarial computations. Net actuarial gains and losses that arise from differences between actual experience and assumptions are generally amortized over the average remaining service period of participating employees if it exceeds the corridor, which is defined as the greater of 10% of plan assets or the projected benefit obligation. Under the guidance related to employers' accounting for defined benefit pension and other postretirement plans, the MUFG Group recognizes a net liability or asset to report the funded status of its defined benefit pension and other postretirement plans in the accompanying consolidated balance sheets and mainly recognizes changes in the funded status of defined benefit pension and other postretirement plans in the year in which the changes occur in Accumulated OCI. The costs of the plans, based on actuarial computations of current and future employee benefits, are charged to Salaries and employee benefits. The MUFG Group measures plan assets and benefit obligations as of the date of the consolidated balance sheets.

*Long-Term Debt* Premiums, discounts and issuance costs of long-term debt are amortized based on the method that approximates the interest method over the term of the long-term debt.

*Obligations under Guarantees* The MUFG Group provides customers with a variety of guarantees and similar arrangements, including standby letters of credit, financial and performance guarantees, credit protection, and liquidity

facilities. The MUFG Group recognizes guarantee fee income over the guarantee period based on the contractual terms of the guarantee contracts. It is the MUFG Group's business practice to receive a guarantee fee at the inception of the guarantee, which approximates market value of the guarantee and is initially recorded as a liability, which is then recognized as guarantee fee income over the guarantee period.

*Allowance for Repayment of Excess Interest* The MUFG Group maintains an allowance for repayment of excess interest based on an analysis of past experience of reimbursement of excess interest, borrowers' profile, recent trend of borrowers' claims for reimbursement, and management's future forecasts. The allowance is recorded as a liability in Other liabilities.

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Fees and Commissions* Revenue recognition of major components of fees and commissions is as follows:

Fees and commissions on deposits, fees and commissions on remittances and transfers, fees and commissions on foreign trading business, fees and commissions on security-related services, fees and commissions on administration and management service for investment funds, insurance commissions, fees and commissions on real estate business and fees and commissions from other services are generally recognized as revenue when the related services are performed or recognized over the period that the service is provided.

Fees from trade-related financing services are recognized over the period of the financing.

Trust fees are recognized on an accrual basis, generally based on the volume of trust assets under management and/or the operating performance for the accounting period of each trust account. With respect to the trust accounts with guarantee of trust principal, trust fees are determined based on the profits earned by individual trust accounts during the trust accounting period, less deductions, including provision for reserve, impairment for individual investments and dividends paid to beneficiary certificate holders. The trust fees for these trust accounts are accrued based on the amounts expected to be earned during the accounting period of each trust account.

Annual fees and royalty and other service charges related to the credit card business are recorded on a straight-line basis as services are provided.

Interchange income from the credit card business is recognized as billed.

Guarantee fees are generally recognized over the contractual periods of the respective guarantees. Amounts initially recorded as a liability corresponding to the obligations at fair value are generally recognized as revenue over the terms of the guarantees as the MUFG Group is deemed to be released from the risk under guarantees.

*Income Taxes* The MUFG Group accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and deferred tax liabilities for the expected future tax consequences of events that have been included in the accompanying consolidated financial statements. Under this method, deferred tax assets and deferred tax liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and deferred tax liabilities is recognized in income in the period that includes the enactment date.

The MUFG Group records net deferred tax assets to the extent these assets will more likely than not be realized. In making such determination, all available positive and negative evidence is considered, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent financial operations. In the event the MUFG Group were to determine that it would be able to realize deferred tax assets in the future in excess of their net recorded amount, the MUFG Group would make an adjustment to the valuation allowance, which would reduce the provision for income taxes.

Uncertain tax positions are recorded on the basis of a two-step process whereby (1) it is determined whether it is more likely than not that the tax position will be sustained on the basis of its technical merits, and (2) for those tax positions that meet the more-likely-than-not recognition threshold, the MUFG Group recognizes the largest amount of tax benefit that is more than 50% likely to be realized upon ultimate settlement with the related tax authority. The MUFG Group recognizes interest and penalties related to unrecognized tax benefits within income tax expense. Accrued interest and penalties are included within Other liabilities.

*Free Distributions of Common Shares* As permitted by the Companies Act of Japan (the Companies Act ), Japanese companies, upon approval by the Board of Directors, may make a free distribution of shares, in

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the form of a stock split as defined, to shareholders. In accordance with generally accepted accounting practice in Japan, such distribution does not give rise to any change in capital stock or capital surplus accounts. Common shares distributed are recorded as shares issued on the distribution date. See Note 18 for further information.

*Earnings per Common Share* Basic earnings per share ( EPS ) excludes dilutive effects of potential common shares and is computed by dividing earnings applicable to common stock shareholders by the weighted average number of common shares outstanding for the period, while diluted EPS gives effect to all dilutive potential common shares that were outstanding during the period. See Note 23 for the computation of basic and diluted EPS.

*Treasury Stock* The MUFG Group presents its treasury stock, including shares of MUFG owned by its subsidiaries and affiliated companies, as a reduction of equity on the accompanying consolidated balance sheets at cost and accounts for treasury stock transactions under an average cost method. Gains (losses) on sales of treasury stock are charged to capital surplus and unappropriated retained earnings.

*Comprehensive Income* Comprehensive income includes net income before attribution to noncontrolling interests and other comprehensive income ( OCI ). All changes in unrealized gains and losses on investment securities, unrealized gains and losses on derivatives qualifying for cash flow hedges, defined benefit plans and foreign currency translation adjustments constitute OCI and are presented, with related income tax effects, in the accompanying consolidated statements of comprehensive income. OCI also includes changes in the instrument-specific credit risk on financial liabilities ( debt valuation adjustments or DVA ) accounted for under the fair value option of a foreign affiliated company. See Note 14 for information about the DVA.

*Stock-Based Compensation* MUFG and certain of its subsidiaries have a stock compensation-type stock option plan ( Stock Option Plan ) for directors (excluding outside directors and directors serving as audit committee members), corporate executive officers, executive officers and senior fellows (collectively, officers ). Compensation costs under the Stock Option Plan are recognized based on the grant date fair value of the stock option ( Stock Acquisition Rights ) over the period during which officers are required to provide service in accordance with the terms of the plan. MUFG and certain of its subsidiaries also have performance-based stock compensation plan ( the Board Incentive Plan ). The awards granted under the Board Incentive Plan are classified as either liability for the part of award which are provided to officers in cash or equity for the part of award which are provided to officers in the common shares of MUFG. Compensation costs are recognized over the requisite service period for the entire awards. For awards classified as liability, compensation costs are measured based on the fair value calculated by the quoted price of common shares of MUFG at the date of fiscal year-end and remeasured at the end of each reporting period. Changes in quoted prices of common shares of MUFG between the date of grant and the settlement of awards are recognized in the period which the changes occur. For awards classified as equity, compensation costs are measured based on the grant date fair value by the quoted price of the common shares of MUFG for employees or the fair value as of earlier of the date the performance commitment is reached or the date of completion of officers' performance for nonemployees. See Note 33 for further discussion of stock-based compensation plans.

***Reclassifications***

Certain reclassifications and format changes have been made to the consolidated financial statements for the fiscal years ended March 31, 2015 and 2016 to conform to the presentation for the fiscal year ended March 31, 2017. These reclassifications and format changes include the presentation of Provision (credit) for off-balance sheet credit instruments as a separate line item which had previously been presented as Other non-interest expenses in the consolidated statements of income for the fiscal years ended March 31, 2015 and 2016. These reclassifications and format changes did not result in a change to previously reported financial positions, results of operations and cash flows.

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Accounting Changes***

*Measuring the Financial Assets and the Financial Liabilities of a Consolidated Collateralized Financing Entity* In August 2014, the Financial Accounting Standards Board ( FASB ) issued new guidance that clarifies the measurement of the financial assets and financial liabilities of a consolidated collateralized financing entity. A reporting entity that consolidates a collateralized financing entity within the scope of this guidance may elect to measure the financial assets and the financial liabilities of that collateralized financing entity using either the measurement alternative included in this guidance or existing guidance on fair value measurement. When a reporting entity elects the measurement alternative included in this guidance for a collateralized financing entity, the reporting entity should measure both the financial assets and the financial liabilities of that collateralized financing entity in its consolidated financial statements using the more observable of the fair value of the financial assets and the fair value of the financial liabilities. This guidance is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2015. Early adoption of this guidance is permitted as of the beginning of an annual period. The MUFG Group adopted this guidance on April 1, 2016, and there was no material impact on its financial position and results of operations.

*Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share Is More Akin to Debt or to Equity* In November 2014, the FASB issued new guidance which clarifies that an entity should consider all relevant terms and features including the embedded derivative feature being evaluated for bifurcation when evaluating the nature of a host contract in a hybrid financial instrument that is issued in the form of a share, and no single term or feature would necessarily determine the economic characteristics and risks of the host contract. The guidance also clarifies that, in evaluating the nature of a host contract, an entity should assess the substance of the relevant terms and features (that is, the relative strength of the debt-like or equity-like terms and features given the facts and circumstances) when considering how to weight those terms and features. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. The MUFG Group adopted this guidance on April 1, 2016, and there was no material impact on its financial position and results of operations.

*Amendments to the Consolidation Analysis* In February 2015, the FASB issued new guidance which amends the consolidation analysis under the current consolidation guidance. The amendments change the VIE analysis for limited partnerships and similar legal entities, the criteria for evaluating whether fees paid to a decision maker or a service provider are a variable interest, the effect of fee arrangements and related parties on the primary beneficiary determination, and rescind the indefinite deferral provision that affects the consolidation evaluation for certain investment funds. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early application is permitted. The adoption of this new accounting guidance on April 1, 2016 resulted in the consolidation and deconsolidation of certain investment funds. The net increase in the MUFG Group's consolidated assets, liabilities and noncontrolling interests were ¥628 billion, ¥32 billion and ¥596 billion, respectively, as of April 1, 2016. See Note 26 for further information.

*Simplifying the Presentation of Debt Issuance Costs* In April 2015, the FASB issued new guidance which simplifies the presentation of debt issuance costs by requiring that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with



debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments. This guidance is effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Early adoption is permitted. In August 2015, the FASB issued further guidance which permits an entity to defer and present debt issuance costs related to a line-of-credit arrangement as an asset and subsequently amortize the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. The MUFG Group adopted all of the guidance above including retrospective application on April 1, 2016, and there was no material impact on its financial position and results of operations.

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*Customer's Accounting for Fees Paid in a Cloud Computing Arrangement* In April 2015, the FASB issued new guidance which simplifies the accounting for cloud computing arrangements by requiring that, if a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. This guidance does not change customer's accounting for service contracts. This guidance is effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2015. Early adoption of this guidance is permitted. The MUFG Group adopted this guidance on April 1, 2016, and there was no material impact on its financial position and results of operations.

*Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* In May 2015, the FASB issued new guidance which removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. Instead, a reporting entity is required to provide the amount measured using that practical expedient to permit reconciliation of the fair value of investments included in the fair value hierarchy to the line items presented in the balance sheet. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. Rather, those disclosures are limited to investments for which the entity has elected to measure the fair value using that practical expedient. This guidance is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years, and required to be applied retrospectively. Early application is permitted. The MUFG Group adopted the above guidance including retrospective application on April 1, 2016. This guidance affected the MUFG Group's fair value hierarchy disclosures, and did not affect its financial position and results of operations. See Notes 13 and 32 for further information.

*Simplifying the Accounting for Measurement-Period Adjustments* In September 2015, the FASB issued new guidance which requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period, including the related prior period impact on depreciation, amortization, and other income statement items, in the reporting period in which the adjustment amounts are determined. This guidance also requires an entity to present separately on the face of the income statement or disclose in the notes the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. This guidance is effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. Early application is permitted for financial statements that have not been issued. The MUFG Group adopted this guidance on April 1, 2016, and there was no material impact on its financial position and results of operations.

***Recently Issued Accounting Pronouncements***

*Revenue from Contracts with Customers* In May 2014, the FASB issued new guidance which supersedes the current revenue recognition requirements, including most industry-specific guidance. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance also requires additional disclosures about the nature, amount, timing and uncertainty of revenue and cash

flows arising from contracts with customers, including significant judgments and changes in judgments, and assets recognized from the costs incurred to obtain or fulfill a contract. This guidance is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. In August 2015, the FASB issued new guidance which defers the effective date of the new revenue standard by one year. Early adoption is permitted, but not before the original effective date. In March 2016, the FASB issued further guidance related to the principal-versus-agent assessment which requires

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an entity to determine the nature of the promise to the customer by identifying each specified good or service to be provided and assessing whether an entity controls each specified good or service before that good or service is transferred to the customer. In addition, in April 2016, the FASB issued guidance clarifying certain aspects of identification of promised goods or services and provides implementation guidance on licensing of intellectual property. Furthermore, in May 2016, the FASB issued guidance which amends the guidance on assessing collectibility, presentation of sales taxes, noncash consideration, and contract modifications and completed contracts at transition, and on disclosure around transition. In December 2016, the FASB issued additional guidance which amends the new revenue standard to clarify certain aspects, including the scope and disclosure requirements. The effective date and early adoption of this guidance will be the same as the effective date and early adoption of the new revenue standard, which is not yet effective. The MUFG Group will adopt the guidance on April 1, 2018 using the modified retrospective method. Since the guidance does not apply to revenue relating to financial instruments, including trading account assets, investment securities, and loans that are accounted for in accordance with other applicable guidance, the MUFG Group does not expect the new revenue guidance to have a material impact on the elements of its results of operations most closely associated with financial instruments, including net trading account profits, net investment securities gains, and interest income. Based on the preliminary analysis, the MUFG Group has not yet identified any material changes in the timing or amount of revenue recognition related to other revenue streams within the scope. The MUFG Group will continue to evaluate the effect that this guidance will have on its financial statements and related disclosures. The MUFG Group's implementation efforts include the identification of revenue within the scope of the new revenue recognition guidance, as well as the evaluation of revenue contracts.

*Recognition and Measurement of Financial Assets and Financial Liabilities* In January 2016, the FASB issued new guidance which requires equity investments, except those accounted for under the equity method of accounting or those that result in consolidation of the investee, to be measured at fair value with changes in fair value recognized in net income. However, for equity investments that do not have readily determinable fair values, the fair value may be measured at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer, and the impairment assessment is simplified by performing a qualitative assessment to identify impairments. For financial liabilities which were elected to measure at fair value in accordance with the fair value option, this guidance also requires an entity to present separately in other comprehensive income the position of the changes in the fair value of financial liabilities resulting from a change in the instrument-specific credit risk. In addition, this guidance eliminates the requirement to disclose the methods and significant assumptions used to estimate the fair value for financial instruments measured at amortized cost, and clarifies, for disclosure purposes, the requirement for the use of an exit price notion in the determination of the fair value of financial instruments measured at amortized cost. This guidance also clarifies that an entity must evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets. This guidance is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Early adoption is not permitted except for the amendments related to the accounting for financial liabilities under the fair value option. The MUFG Group is currently evaluating what effect this guidance will have on its financial position and results of operations.

*Leases* In February 2016, the FASB issued new guidance which requires that lessees recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right

to use the underlying asset for the lease term. The accounting applied by lessors is largely unchanged, but the accounting model for leveraged leases is not retained for leases that commence after the effective date of this guidance. This guidance also requires entities to provide qualitative and quantitative disclosures about the amount, timing and uncertainty of cash flows arising from leases. This guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted. The MUFG Group is currently evaluating what effect this guidance will have on its

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financial position and results of operations. The MUFG Group expects a gross-up on its consolidated balance sheet as a result of the adoption of this guidance, recognizing lease liabilities and right-of-use assets, though the extent of such gross-up is under evaluation. The MUFG Group implementation efforts include reviewing its existing lease contracts and service contracts that may include embedded leases.

*Recognition of Breakage for Certain Prepaid Stored-Value Products* In March 2016, the FASB issued new guidance which clarifies that liabilities related to the sale of certain prepaid stored-value products are financial liabilities. The guidance also provides a narrow scope exception to the guidance on extinguishments of liabilities to require that breakage for those liabilities be accounted for consistent with the breakage model required by the guidance on revenue from contracts with customers for non-financial liabilities. This guidance is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early application is permitted, including adoption in an interim period. The MUFG Group is currently evaluating what effect this guidance will have on its financial position and results of operations.

*Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships* In March 2016, the FASB issued new guidance which clarifies that a change in the counterparty to a derivative instrument that has been designated as the hedging instrument does not, in and of itself, require dedesignation of that hedging relationship provided that all other hedge accounting criteria continue to be met. This guidance is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. The MUFG Group does not expect that the adoption of this guidance will have a material impact on its financial position and results of operations.

*Contingent Put and Call Options in Debt Instruments* In March 2016, the FASB issued new guidance which clarifies the requirements for assessing whether contingent call (put) options that can accelerate the payment of principal on debt instruments are clearly and closely related to their debt hosts. An entity performing the assessment under this guidance is required to assess the embedded call (put) options solely in accordance with the four-step decision sequence, and does not have to assess whether the event that triggers the ability to exercise a call (put) option is related to interest rates or credit risks. This guidance is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. The MUFG Group is currently evaluating what effect this guidance will have on its financial position and results of operations.

*Simplifying the Transition to the Equity Method of Accounting* In March 2016, the FASB issued new guidance which eliminates the requirement for retrospective application of the equity method and instead requires investors to apply the equity method prospectively from the date on which significant influence is obtained. This guidance also requires the equity method investor to add the cost of acquiring the additional interest in the investee to the current basis of the investor's previously held interest, and recognize through earnings the unrealized holding gain or loss of an available-for-sale equity security at the date on which that equity security becomes qualified for use of the equity method, if applicable. This guidance is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. Early application is permitted. The MUFG Group does not expect that the adoption of this guidance will have a material impact on its financial position and results of operations.

*Improvements to Employee Share-Based Payment Accounting* In March 2016, the FASB issued new guidance which amends several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. Under this guidance, an entity can make an entity-wide accounting policy election to either estimate the number of awards that are expected to vest or account for forfeitures when they occur. This guidance is effective for annual periods beginning after December 15, 2016, and interim periods within those

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annual periods. Early adoption is permitted in any interim or annual period. The MUFG Group is currently evaluating what effect this guidance will have on its financial position and results of operations.

*Measurement of Credit Losses on Financial Instruments* In June 2016, the FASB issued new guidance which replaces the incurred loss impairment methodology in current U.S. GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to estimate credit losses. Under this guidance, the measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectibility of the reported amount of the financial asset (or a group of financial assets) measured at amortized cost basis. For available-for-sale debt securities, a credit loss is recorded through an allowance for credit losses and the amount of the allowance is limited to the amount by which fair value is below amortized cost. For purchased financial assets with a more-than-insignificant amount of credit deterioration since origination that are measured at amortized cost basis, the initial allowance for credit losses is added to the purchase price rather than being reported as a credit loss expense, only subsequent changes in the allowance are recorded as a credit loss expense, and interest income is recognized based on the effective interest rate, excluding the discount embedded in the purchase price that is attributable to the acquirer's assessment of credit losses at acquisition. This guidance also expands the disclosure requirements regarding an entity's assumptions, models, and methods for estimating the allowance, and requires the entity to disclose the amortized cost balance for each class of financial asset by credit quality indicator, disaggregated by the year of origination. This guidance is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The MUFG Group is currently evaluating what effect all of the guidance above will have on its financial position and results of operations. The MUFG Group's implementation efforts include identifying key interpretive issues and assessing existing credit forecasting models and processes against this guidance to determine what modifications may be required.

*Classification of Certain Cash Receipts and Cash Payments* In August 2016, the FASB issued new guidance which provides specific guidance on eight cash flow classification issues to reduce diversity in practice. This guidance is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted. The MUFG Group is currently evaluating what effect this guidance will have on its statement of cash flows.

*Intra-Entity Transfers of Assets Other Than Inventory* In October 2016, the FASB issued new guidance which simplifies the accounting for the income tax consequences of intra-entity transfers of assets other than inventory. Under current U.S. GAAP, the recognition of current and deferred income taxes for an intra-entity asset transfer is prohibited until the asset has been sold to an outside party. This guidance eliminates this exception for all intra-entity sales of assets other than inventory. This guidance is effective for annual reporting periods beginning after December 15, 2017, including interim periods within those annual reporting periods. Early adoption is permitted. The MUFG Group does not expect that the adoption of this guidance will have a material impact on its financial position and results of operations.

*Restricted Cash* In November 2016, the FASB issued new guidance which requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as



restricted cash or restricted cash equivalents, and amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. This guidance also requires an entity to disclose how the statement of cash flows reconciles to the balance sheet when cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents are presented in more than one line item within the balance sheet, and information about the nature of the restrictions on its cash,

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cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. This guidance is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted. The MUFG Group is currently evaluating what effect this guidance will have on its statement of cash flows and related disclosures.

*Clarifying the Definition of a Business* In January 2017, the FASB issued new guidance which clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. This guidance requires that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets, an integrated set of assets and activities is not a business. This guidance also requires that to be considered a business, an integrated set of assets and activities must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs, provides a framework to evaluate whether both an input and a substantive process are present, and removes the current requirement to assess if a market participant could replace any missing elements. Furthermore, this guidance narrows the definition of outputs so that the term is consistent with how outputs are described in the new revenue standard. This guidance is effective for annual periods beginning after December 15, 2017, including interim periods within those periods. Early application is permitted for transactions that occur in a period for which financial statements have not been issued. The MUFG Group is currently evaluating what effect the guidance will have on its financial position and results of operations.

*Simplifying the Test for Goodwill Impairment* In January 2017, the FASB issued new guidance which simplifies how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Under Step 2, an entity had to perform procedure to determine the fair value at the impairment testing date of its assets and liabilities (including unrecognized assets and liabilities) following the procedure that would be required in determining the fair value of assets acquired and liabilities assumed in a business combination. This guidance eliminates this procedure and instead requires an entity to perform its goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. This guidance also eliminates the requirements for any reporting unit with a zero or negative carrying amount to perform a qualitative assessment and, if it fails that qualitative test, to perform Step 2 of the goodwill impairment test, and instead requires the disclosure of the amount of goodwill allocated to each reporting unit with a zero or negative carrying amount of net assets. This guidance is effective for its annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The MUFG Group is currently evaluating what effect the guidance will have on its financial position and results of operations.

*Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets* In February 2017, the FASB issued new guidance which clarifies the scope of the guidance on derecognition of nonfinancial assets and provides guidance on the accounting for partial sales of nonfinancial assets. This guidance defines an in substance nonfinancial asset, unifies guidance related to partial sales of nonfinancial assets, eliminates rules specifically addressing sales of real estate, removes exceptions to the financial asset derecognition model, and clarifies the accounting for contributions of nonfinancial assets to joint venture. The effective date and early adoption of this guidance will be the same as the effective date and early adoption of the new revenue standard, which is not yet

effective. The MUFG Group is currently evaluating what effect all of the guidance above will have on its financial position and results of operations.

*Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost* In March 2017, the FASB issued new guidance which requires that an employer report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the income

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statement separately outside of operations. This guidance also allows only the service cost component to be eligible for capitalization when applicable. This guidance is effective for annual periods beginning after December 15, 2017, including interim periods within those annual periods. Early adoption is permitted as of the beginning of an annual period for which financial statements (interim or annual) have not been issued. The MUFG Group is currently evaluating what effect the guidance will have on its financial position and results of operations.

*Premium Amortization on Purchased Callable Debt Securities* In March 2017, the FASB issued new guidance which shortens the amortization period for certain callable debt securities held at a premium, specifically requiring the premium to be amortized to the earliest call date. This guidance does not require an accounting change for securities held at a discount, and the discount continues to be amortized to maturity. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted, including adoption in an interim period. The MUFG Group is currently evaluating what effect the guidance will have on its financial position and results of operations.

*Scope of Modification Accounting* In May 2017, the FASB issued new guidance which clarifies when to account for a change to the terms or conditions of a share-based payment award as a modification. Under this guidance, modification accounting is required only if the fair value, the vesting conditions, or the classification of the award changes as a result of the change in terms or conditions. This guidance is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. Early adoption is permitted, including adoption in any interim period, for which financial statements have not yet been issued. The MUFG Group is currently evaluating what effect the guidance will have on its financial position and results of operations.

**2. BUSINESS DEVELOPMENTS*****Integration of Bank of Ayudhya Public Company Limited and BTMU Bangkok Branch***

On January 5, 2015, BTMU integrated the former BTMU Bangkok Branch with Krungsri through the contribution in kind of the former BTMU Bangkok Branch business to Krungsri, which was treated as a common control transaction. In exchange for the contribution in kind, Krungsri issued 1,281,618,026 common shares at Thai baht 40.49 per share to BTMU. After the integration, BTMU holds 5,655,332,146 common shares in Krungsri, and the percentage of Krungsri's shares held by BTMU is 76.88%.

The change in noncontrolling ownership interests of Krungsri including the contribution in kind of the former BTMU Bangkok Branch was ¥15,269 million, resulting in a corresponding increase in Noncontrolling interests and a decrease in Capital surplus.

***Mitsubishi UFJ Fund Services's Acquisition of UBS Global Asset Management's Alternative Fund Services Business***

On December 11, 2015, Mitsubishi UFJ Fund Services Holdings Limited (Mitsubishi UFJ Fund Services), a global asset servicing subsidiary of MUTB, acquired the alternative fund services business of UBS Global Asset

Management for ¥24,601 million in cash, and thereby recorded goodwill of ¥2,732 million and intangible assets of ¥7,622 million. UBS Global Asset Management is a global fund administrator providing professional services for hedge funds, funds of hedge funds, private equity funds and real estate structures. Mitsubishi UFJ Fund Services has focused on strengthening its operational abilities, to further improve the quality of services, and to expand its global network through acquisitions and investments. The purpose of this acquisition is to enhance the MUFG Group's competitiveness and scale of operations in the global fund administration market

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with the aim to be a global industry-leading fund administrator. The assets acquired and liabilities assumed were recorded at their estimated fair values on the acquisition date. During the fiscal year ended March 31, 2017, no measurement period adjustments were applied to the acquisition date fair values, resulting in no change in goodwill and intangible assets.

***BTMU's Acquisition of Security Bank Corporation's shares***

On April 1, 2016, BTMU acquired newly issued common shares and preferred shares with voting rights of Security Bank Corporation ( Security Bank ), representing in the aggregate approximately 20.0% of Security Bank's equity interest for ¥91,993 million. Security Bank is listed on the Philippines Stock Exchange and is not part of any local conglomerate in the Philippines. Considering both BTMU's ownership of the common stock and preferred stock and representation on the board of directors, the MUFG Group has determined that BTMU has the ability to exercise significant influence over the operating and financial policies of Security Bank and applied the equity method of accounting for its investment.

***MUTB's Acquisition of Capital Analytics II LLC***

On April 30, 2016, MUTB acquired 100% ownership of Capital Analytics II LLC for ¥4,494 million in cash, and thereby recorded goodwill of ¥2,858 million and intangible assets of ¥1,388 million. Capital Analytics II LLC is an overseas fund management company that mainly provides fund administration services for private equity funds. The purpose of this acquisition is to meet the diversified global fund administration needs of its Japanese and overseas customers through the utilization of Capital Analytics II LLC's unparalleled operational expertise and the MUFG Group's extensive network. Upon conclusion of the acquisition, Capital Analytics II LLC was renamed MUFG Capital Analytics LLC. During the fiscal year ended March 31, 2017, measurement period adjustments were applied to the acquisition date fair values, which decreased goodwill by ¥115 million.

***Krungsri's Acquisition of Hattha Kaksekar Limited***

On September 12, 2016, Krungsri acquired 100% ownership of Hattha Kaksekar Limited for ¥15,703 million in cash, and thereby recorded goodwill of ¥8,280 million and intangible assets of ¥476 million. Hattha Kaksekar Limited is a financial institution in Cambodia providing financial services primarily to sole proprietors. The purpose of this acquisition is to enable the MUFG Group to tap into the growth of the Cambodian market by leveraging the knowhow of Ngern Tid Lor Co., Ltd., a subsidiary of Krungsri engaged in microfinance in Thailand, with an aim to promote and develop the microfinance business.

***MUFG's Acquisition of Hitachi Capital Corporation's shares***

On October 3, 2016, MUFG acquired 23.0% of the common shares of Hitachi Capital Corporation ( Hitachi Capital ) common shares for ¥91,877 million from Hitachi, Ltd. Considering both MUFG's ownership of the common stock and representation on the board of directors, the MUFG Group has determined that MUFG has the ability to exercise significant influence over the operating and financial policies of Hitachi Capital and applied the equity method of accounting for its investment.

***MUTB's Acquisition of Rydex Fund Services, LLC***

On October 4, 2016, MUTB acquired 100% ownership of Rydex Fund Services, LLC for ¥17,431 million in cash, and thereby recorded goodwill of ¥5,232 million and intangible assets of ¥11,507 million. Rydex Fund Services, LLC is an overseas fund management company that mainly provides fund administration services for funds established under the 1940 Investment Companies Act of the United States. The purpose of this acquisition

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is to meet the diversified global fund administration needs of its Japanese and overseas customers through the utilization of Rydex Fund Services, LLC's unparalleled operational expertise and the MUFG Group's extensive network. Upon conclusion of the acquisition, Rydex Fund Services, LLC was renamed MUFG Investor Services (US), LLC.

**3. INVESTMENT SECURITIES**

The following tables present the amortized cost, gross unrealized gains and losses and fair value of Available-for-sale securities and Held-to-maturity securities at March 31, 2016 and 2017:

<b>At March 31, 2016:</b>	<b>Amortized cost</b>	<b>Gross unrealized gains</b>	<b>Gross unrealized losses</b>	<b>Fair value</b>
		<b>(in millions)</b>		
<b>Available-for-sale securities:</b>				
<b>Debt securities:</b>				
Japanese national government and Japanese government agency bonds	¥ 28,427,163	¥ 701,250	¥ 572	¥ 29,127,841
Japanese prefectural and municipal bonds	441,720	13,362	84	454,998
Foreign governments and official institutions bonds	2,046,787	28,850	1,569	2,074,068
Corporate bonds	998,616	25,388	724	1,023,280
Residential mortgage-backed securities	898,381	292	11,921	886,752
Commercial mortgage-backed securities	192,585	618	3,074	190,129
Asset-backed securities	1,669,114	1,969	4,301	1,666,782
Other debt securities <sup>(1)</sup>	180,322	4,657	2,194	182,785
Marketable equity securities	2,660,045	3,000,018	40,467	5,619,596
<b>Total</b>	<b>¥ 37,514,733</b>	<b>¥ 3,776,404</b>	<b>¥ 64,906</b>	<b>¥ 41,226,231</b>
<b>Held-to-maturity securities:</b>				
<b>Debt securities:</b>				
Japanese national government and Japanese government agency bonds	¥ 1,101,107	¥ 58,008	¥	¥ 1,159,115
Foreign governments and official institutions bonds	89,335	1,344	424	90,255
Corporate bonds	200			200
Residential mortgage-backed securities	938,505	5,899 <sup>(2)</sup>	4,923 <sup>(3)</sup>	939,481
Commercial mortgage-backed securities	201,126	5,551	638 <sup>(3)</sup>	206,039



Asset-backed securities	1,536,395	8,771	9,008	1,536,158
<b>Total</b>	<b>¥ 3,866,668</b>	<b>¥ 79,573</b>	<b>¥ 14,993</b>	<b>¥ 3,931,248</b>

## Notes:

- (1) Other debt securities in the table above include ¥168,678 million of private placement debt conduit bonds.
- (2) The MUFG Group reclassified residential mortgage-backed securities from Available-for-sale securities to Held-to-maturity securities during the fiscal year ended March 31, 2013. As a result of the reclassification of residential mortgage-backed securities, the unrealized gains before taxes at the date of reclassification remaining in Accumulated OCI in the accompanying consolidated balance sheets were ¥229 million at March 31, 2016 and are not included in the table above.
- (3) MUAH reclassified residential mortgage-backed securities and commercial mortgage-backed securities from Available-for-sale securities to Held-to-maturity securities during the fiscal year ended March 31, 2014. As a result of the reclassification of residential mortgage-backed securities and commercial mortgage-backed securities, the unrealized losses before taxes at the date of reclassification remaining in Accumulated OCI in the accompanying consolidated balance sheets were ¥6,183 million and ¥8,748 million, respectively, at March 31, 2016 and are not included in the table above.

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

<b>At March 31, 2017:</b>	<b>Amortized cost</b>	<b>Gross unrealized gains</b>	<b>Gross unrealized losses</b>	<b>Fair value</b>
	<b>(in millions)</b>			
<b>Available-for-sale securities:</b>				
<b>Debt securities:</b>				
Japanese national government and Japanese government agency bonds				
	¥ 25,435,570	¥ 396,057	¥ 5,339	¥ 25,826,288
Japanese prefectural and municipal bonds				
	1,010,336	9,598	4,445	1,015,489
Foreign governments and official institutions bonds				
	2,162,897	14,006	26,974	2,149,929
Corporate bonds				
	1,121,967	20,854	1,089	1,141,732
Residential mortgage-backed securities				
	1,203,685	551	15,318	1,188,918
Commercial mortgage-backed securities				
	80,564	454	750	80,268
Asset-backed securities				
	1,374,754	5,416	1,898	1,378,272
Other debt securities <sup>(1)</sup>				
	169,185	4,899	3,295	170,789
Marketable equity securities				
	2,736,976	3,407,915	6,477	6,138,414
<b>Total</b>	<b>¥ 35,295,934</b>	<b>¥ 3,859,750</b>	<b>¥ 65,585</b>	<b>¥ 39,090,099</b>
<b>Held-to-maturity securities:</b>				
<b>Debt securities:</b>				
Japanese national government and Japanese government agency bonds				
	¥ 1,100,955	¥ 43,115	¥	¥ 1,144,070
Foreign governments and official institutions bonds				
	61,135	1,113		62,248
Corporate bonds				
	100			100
Residential mortgage-backed securities				
	962,492	4,009 <sup>(2)</sup>	11,196 <sup>(3)</sup>	955,305
Commercial mortgage-backed securities				
	184,336	5,065	768 <sup>(3)</sup>	188,633
Asset-backed securities				
	1,278,303	9,277	185	1,287,395
<b>Total</b>	<b>¥ 3,587,321</b>	<b>¥ 62,579</b>	<b>¥ 12,149</b>	<b>¥ 3,637,751</b>

## Notes:

- (1) Other debt securities in the table above include ¥160,479 million of private placement debt conduit bonds.
- (2) The MUFG Group reclassified residential mortgage-backed securities from Available-for-sale securities to Held-to-maturity securities during the fiscal year ended March 31, 2013. As a result of the reclassification of residential mortgage-backed securities, the unrealized gains before taxes at the date of reclassification remaining in Accumulated OCI in the accompanying consolidated balance sheets were ¥159 million at March 31, 2017 and are not included in the table above.
- (3)

MUAH reclassified residential mortgage-backed securities and commercial mortgage-backed securities from Available-for-sale securities to Held-to-maturity securities during the fiscal year ended March 31, 2014. As a result of the reclassification of residential mortgage-backed securities and commercial mortgage-backed securities, the unrealized losses before taxes at the date of reclassification remaining in Accumulated OCI in the accompanying consolidated balance sheets were ¥4,662 million and ¥7,295 million, respectively, at March 31, 2017 and are not included in the table above.

***Other Securities***

Investment securities other than Available-for-sale securities or Held-to-maturity securities (i.e., nonmarketable equity securities presented in Other investment securities) were primarily carried at cost of ¥530,026 million and ¥529,869 million at March 31, 2016 and 2017, respectively, because their fair values were not readily determinable.

The remaining balances were investment securities held by certain subsidiaries subject to specialized industry accounting principles for investment companies and broker-dealers and carried at fair value of ¥24,689 million and ¥26,292 million at March 31, 2016 and 2017, respectively. See Note 32 for the valuation techniques and inputs used to estimate the fair values.

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With respect to cost-method investments of ¥97,774 million and ¥97,774 million at March 31, 2016 and 2017, respectively, the MUFG Group estimated a fair value using commonly accepted valuation techniques to determine whether the investments were impaired in each reporting period. See Note 32 for the details of these commonly accepted valuation techniques. If the fair value of the investment is less than the cost of the investment, the MUFG Group proceeds to evaluate whether the impairment is other-than-temporary.

With respect to cost-method investments of ¥432,252 million and ¥432,095 million at March 31, 2016 and 2017, respectively, the MUFG Group performed a test to determine whether any impairment indicators existed for each investment in each reporting period. If an impairment indicator exists, the MUFG Group estimates the fair value of the cost-method investment. If the fair value of the investment is less than the cost of the investment, the MUFG Group performs an evaluation of whether the impairment is other-than-temporary. The primary method the MUFG Group uses to identify impairment indicators is a comparison of the MUFG Group's share of an investee's net assets to the cost of the MUFG Group's investment in the investee. The MUFG Group also considers whether significant adverse changes in the regulatory, economic or technological environment have occurred with respect to the investee. The MUFG Group periodically monitors the status of each investee including the credit rating, which is generally updated once a year based on the annual financial statements of the issuer. In addition, if an event that could impact the credit rating of an investee occurs, the MUFG Group reassesses the appropriateness of the credit rating assigned to the issuer in order to maintain an updated credit rating. The MUFG Group did not estimate the fair value of cost-method investments, which had aggregated costs of ¥431,705 million and ¥429,313 million at March 31, 2016 and 2017, respectively, since it was not practical and the MUFG Group identified no impairment indicators.

Based on the procedures described above, the MUFG Group recognized OTTI losses on the cost-method investments of ¥1,821 million, ¥14,242 million and ¥1,044 million for the fiscal years ended March 31, 2015, 2016 and 2017, respectively. The OTTI losses of ¥14,242 million for the fiscal year ended March 31, 2016 was derived from a limited number of companies categorized in the manufacturing industry. Each impairment loss was recognized based on the specific circumstances of each individual company.

***Contractual Maturities***

The amortized cost and fair values of Held-to-maturity debt securities and the fair values of Available-for-sale debt securities at March 31, 2017 by contractual maturity are shown below. Expected maturities may be shorter than contractual maturities because issuers of debt securities may have the right to call or prepay obligations with or without penalties. Debt securities not due at a single maturity date and securities embedded with call or prepayment options, such as mortgage-backed securities, are included in the table below based on their contractual maturities.

	<b>Held-to-maturity debt securities</b>		<b>Available-for-sale debt securities</b>
	<b>Amortized cost</b>	<b>Fair value</b>	<b>Fair value</b>
		<b>(in millions)</b>	

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Due in one year or less	¥	325	¥	326	¥	15,052,478
Due from one year to five years		132,050		133,853		9,199,854
Due from five years to ten years		2,103,322		2,155,306		4,191,728
Due after ten years		1,351,624		1,348,266		4,507,625
Total	¥	3,587,321	¥	3,637,751	¥	32,951,685

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Realized Gains and Losses and Transfers of Investment Securities***

For the fiscal years ended March 31, 2015, 2016 and 2017, gross realized gains on sales of Available-for-sale securities were ¥195,272 million, ¥317,454 million and ¥367,548 million, respectively, and gross realized losses on sales of Available-for-sale securities were ¥53,628 million, ¥52,904 million and ¥63,031 million, respectively.

For the fiscal year ended March 31, 2017, the MUFG Group transferred certain securities which had a carrying value of ¥14,142 million from Held-to-maturity securities to Available-for-sale securities in response to the Volcker Rule of the Dodd-Frank Act. These securities were sold and the MUFG Group recorded a profit of ¥669 million for the fiscal year ended March 31, 2017. The transfer was in accordance with the circumstances consistent with a Held-to-maturity classification, therefore, management has determined the transfer out of Held-to-maturity is consistent with the original designation and does not taint the remaining portfolio.

***Other-than-temporary Impairments of Investment Securities***

For the fiscal years ended March 31, 2015, 2016 and 2017, losses resulting from impairment of investment securities to reflect the decline in value considered to be other-than-temporary were ¥5,919 million, ¥37,153 million and ¥33,823 million, respectively, which were included in Investment securities gains net in the accompanying consolidated statements of income. The losses of ¥5,919 million for the fiscal year ended March 31, 2015 included losses of ¥3,513 million from Available-for-sale debt securities which mainly comprised of corporate bonds, and ¥1,821 million from nonmarketable equity securities. The losses of ¥37,153 million for the fiscal year ended March 31, 2016 included losses of ¥21,948 million from marketable equity securities, ¥963 million from Available-for-sale debt securities which mainly comprised of corporate bonds, and ¥14,242 million from nonmarketable equity securities. The losses of ¥33,823 million for the fiscal year ended March 31, 2017 included losses of ¥32,038 million from marketable equity securities, ¥741 million from Available-for-sale debt securities which mainly comprised of corporate bonds, and ¥1,044 million from nonmarketable equity securities.

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Gross Unrealized Losses and Fair Value***

The following tables show the gross unrealized losses and fair value of Available-for-sale securities and Held-to-maturity securities at March 31, 2016 and 2017 by length of time that individual securities in each category have been in a continuous loss position:

At March 31, 2016:	Less than 12 months		12 months or more		Total		Number of securities
	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	
(in millions, except number of securities)							
Available-for-sale securities:							
Debt securities:							
Japanese national government and Japanese government agency bonds	¥ 4,210,052	¥ 572	¥	¥	¥ 4,210,052	¥ 572	53
Japanese prefectural and municipal bonds	36,613	84			36,613	84	19
Foreign governments and official institutions bonds	277,903	1,152	35,577	417	313,480	1,569	59
Corporate bonds	55,166	387	29,218	337	84,384	724	182
Residential mortgage-backed securities	570,638	6,957	279,258	4,964	849,896	11,921	402
Commercial mortgage-backed securities	139,358	2,911	7,860	163	147,218	3,074	137
Asset-backed securities	268,896	1,554	155,612	2,747	424,508	4,301	149
Other debt securities	14,474	432	76,212	1,762	90,686	2,194	36
Marketable equity securities	301,806	39,601	4,012	866	305,818	40,467	120
Total	¥ 5,874,906	¥ 53,650	¥ 587,749	¥ 11,256	¥ 6,462,655	¥ 64,906	1,157
Held-to-maturity securities:							
Debt securities:							
Foreign governments and official institutions bonds	¥ 23,698	¥ 424	¥	¥	¥ 23,698	¥ 424	4
Residential mortgage-backed securities	397,672	4,760	205,644	163	603,316	4,923	227
Commercial mortgage-backed securities	23,735	155	172,241	483	195,976	638	31
Asset-backed securities	680,621	4,756	381,783	4,252	1,062,404	9,008	46

Total	¥ 1,125,726	¥ 10,095	¥ 759,668	¥ 4,898	¥ 1,885,394	¥ 14,993	308
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At March 31, 2017:	Less than 12 months		12 months or more		Total		Number of securities
	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	
(in millions, except number of securities)							
Available-for-sale securities:							
Debt securities:							
Japanese national government and Japanese government agency bonds	¥ 6,088,856	¥ 5,339	¥	¥	¥ 6,088,856	¥ 5,339	107
Japanese prefectural and municipal bonds	579,684	4,445			579,684	4,445	139
Foreign governments and official institutions bonds	1,034,336	26,677	115,053	297	1,149,389	26,974	142
Corporate bonds	277,394	933	15,613	156	293,007	1,089	160
Residential mortgage-backed securities	754,557	14,086	81,065	1,232	835,622	15,318	412
Commercial mortgage-backed securities	51,360	748	1,298	2	52,658	750	65
Asset-backed securities	80,059	1,269	128,372	629	208,431	1,898	85
Other debt securities	35,375	1,488	50,845	1,807	86,220	3,295	26
Marketable equity securities	222,950	6,449	554	28	223,504	6,477	111
<b>Total</b>	<b>¥ 9,124,571</b>	<b>¥ 61,434</b>	<b>¥ 392,800</b>	<b>¥ 4,151</b>	<b>¥ 9,517,371</b>	<b>¥ 65,585</b>	<b>1,247</b>
Held-to-maturity securities:							
Debt securities:							
Residential mortgage-backed securities	¥ 523,237	¥ 10,736	¥ 161,453	¥ 460	¥ 684,690	¥ 11,196	263
Commercial mortgage-backed securities	12,906	125	168,724	643	181,630	768	31
Asset-backed securities	25,679	13	101,345	172	127,024	185	5
<b>Total</b>	<b>¥ 561,822</b>	<b>¥ 10,874</b>	<b>¥ 431,522</b>	<b>¥ 1,275</b>	<b>¥ 993,344</b>	<b>¥ 12,149</b>	<b>299</b>

**Evaluating Investment Securities for Other-than-temporary Impairments**

The following describes the nature of the MUFG Group's investments and the conclusions reached in determining whether the unrealized losses were temporary or other-than-temporary.

*Japanese national government and Japanese government agency bonds, Foreign governments and official institutions bonds, and Residential and commercial mortgage-backed securities*

As of March 31, 2017, unrealized losses associated with these securities were deemed to be attributable to changes in market interest rates rather than a deterioration in the creditworthiness of the underlying obligor. Based on a consideration of factors, including cash flow analysis, the MUFG Group expects to recover the entire amortized cost basis of these securities. Accordingly, such changes are considered to be temporary and no impairment loss has been recorded.

*Asset-backed securities*

As of March 31, 2017, unrealized losses on these securities were primarily driven by certain collateralized loan obligations ( CLOs ), highly illiquid securities for which fair values are difficult to determine. Unrealized losses arise from widening credit spreads, deterioration of the credit quality of the underlying collateral, uncertainty regarding the valuation of such securities and the market's view of the performance of the fund managers. When the fair value of a security is lower than its amortized cost or when any security is subject to a

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deterioration in credit rating, the MUFG Group undertakes a cash flow analysis of the underlying collateral to estimate the OTTI and confirms the intent and ability to hold these securities until recovery. Based on the analysis performed, no OTTI was identified as of March 31, 2017 and no impairment loss has been recorded.

*Corporate bonds*

As of March 31, 2017, unrealized losses associated with corporate bonds were primarily related to private placement bonds issued by Japanese non-public companies. The credit loss component recognized in earnings is identified as the amount of principal cash flows not expected to be received over the remaining terms of the bonds as estimated using the MUFG Group's cash flow projections. The key assumptions include probability of default based on credit ratings of the bond issuers and loss given default.

The following table presents a roll-forward of the credit loss component recognized in earnings. The balance at the beginning of each fiscal year represents the credit loss component for which OTTI occurred on debt securities in prior periods. The additions represent the first time a debt security was credit impaired or when subsequent credit impairment has occurred. The credit loss component is reduced when the corporate bonds mature or are sold.

	2015	2016	2017
	(in millions)		
Balance at beginning of fiscal year	¥ 12,556	¥ 8,814	¥ 6,691
Additions:			
Initial credit impairments	2,728	915	645
Subsequent credit impairments	785	48	96
Reductions:			
Securities sold or matured	(7,255)	(3,086)	(3,307)
Balance at end of fiscal year	¥ 8,814	¥ 6,691	¥ 4,125

The cumulative declines in fair value of the credit impaired debt securities, which were mainly corporate bonds, held at March 31, 2016 and 2017 were ¥4,098 million and ¥3,450 million, respectively. Of which, the credit loss components recognized in earnings were ¥6,691 million and ¥4,125 million, and the remaining amounts related to all other factors recognized in Accumulated OCI before taxes were ¥2,593 million and ¥675 million at March 31, 2016 and 2017, respectively.

*Other debt securities*

As of March 31, 2017, other debt securities primarily consist of private placement debt conduit bonds, which are not rated by external credit rating agencies. The unrealized losses on these bonds result from a higher return on capital expected by the secondary market compared with the return on capital required at the time of origination when the

bonds were purchased. The MUFG Group estimates loss projections for each security by assessing the underlying collateral of each security. The MUFG Group estimates the portion of loss attributable to credit based on the expected cash flows of the underlying collateral using estimates of current key assumptions such as probability of default and loss severity. Cash flow analysis of the underlying collateral provides an estimate of OTTI, which is performed when the fair value of a security is lower than its amortized cost and potential impairment is identified. Based on the analysis, no OTTI losses were recorded in the accompanying consolidated statements of income.

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Marketable equity securities*

The MUFG Group determines whether unrealized losses on marketable equity securities are temporary based on its ability and positive intent to hold the investments for a period of time sufficient to allow for any anticipated recovery and the results of its review conducted to identify and evaluate investments that have indications of possible impairment. Impairment is evaluated considering various factors, and their relative significance varies from case to case. The MUFG Group's review includes, but is not limited to, consideration of the following factors:

*The length of time that the fair value of the investment has been below cost* The MUFG Group generally deems a continued decline of fair value below cost for six months or more to be other-than-temporary.

*The extent to which the fair value of investments has been below cost as of the end of the reporting period* The MUFG Group's investment portfolio is exposed to volatile equity prices affected by many factors including investors' perspectives as to future economic prospects and the issuers' performance. The MUFG Group generally deems the decline in fair value below cost of 20% or more as an indicator of an other-than-temporary decline in fair value.

*The financial condition and near-term prospects of the issuer* The MUFG Group considers the financial condition and near-term prospects of the issuer primarily based on the credit standing of the issuers as determined by its credit rating system.

At March 31, 2017, unrealized losses on marketable equity securities which have been in a continuous loss position are considered temporary based on the evaluation as described above.

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Loans at March 31, 2016 and 2017 by domicile and industry of the borrower are summarized below. Classification of loans by industry is based on the industry segment loan classifications as defined by the Bank of Japan.

	2016	2017
	(in millions)	
<b>Domestic:</b>		
Manufacturing	¥ 12,158,642	¥ 11,796,803
Construction	913,180	819,262
Real estate	11,175,130	11,622,372
Services	2,503,446	2,549,300
Wholesale and retail	7,891,364	7,970,579
Banks and other financial institutions <sup>(1)</sup>	5,146,932	5,223,906
Communication and information services	1,509,858	1,634,584
Other industries	14,739,826	8,898,712
Consumer	16,397,560	16,491,010
<b>Total domestic</b>	<b>72,435,938</b>	<b>67,006,528</b>
<b>Foreign:</b>		
Governments and official institutions	1,125,031	1,037,795
Banks and other financial institutions <sup>(1)</sup>	13,654,335	13,844,964
Commercial and industrial	30,056,474	30,279,641
Other	5,818,747	6,334,551
<b>Total foreign</b>	<b>50,654,587</b>	<b>51,496,951</b>
Unearned income, unamortized premiums net and deferred loan fees net	(299,567)	(288,507)
<b>Total<sup>(2)</sup></b>	<b>¥ 122,790,958</b>	<b>¥ 118,214,972</b>

Notes:

- (1) Loans to so-called non-bank finance companies are generally included in the Banks and other financial institutions category. Non-bank finance companies are primarily engaged in consumer lending, factoring and credit card businesses.
- (2) The above table includes loans held for sale of ¥100,889 million and ¥185,940 million at March 31, 2016 and 2017, respectively.

The MUFG Group classifies its loan portfolio into the following portfolio segments Commercial, Residential, Card, MUAH, and Krungsri based on the grouping used by the MUFG Group to determine the allowance for credit losses. See Note 1 for further information.

***Nonaccrual Loans***

Originated loans are generally placed on nonaccrual status when substantial doubt exists as to the full and timely collection of either principal or interest, when principal or interest is contractually past due one month or more with respect to loans within all classes of the Commercial segment, three months or more with respect to loans within the Card, MUAH, and Krungsri segments, and six months or more with respect to loans within the Residential segment. See Note 1 for further information.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The nonaccrual loans by class at March 31, 2016 and 2017 is shown below:

	<b>2016</b>	<b>2017</b>
	<b>(in millions)</b>	
<b>Commercial</b>		
Domestic	¥ 702,896	¥ 471,148
Manufacturing	372,801	185,095
Construction	15,207	15,202
Real estate	60,134	44,374
Services	40,523	38,602
Wholesale and retail	132,015	131,213
Banks and other financial institutions	675	2,432
Communication and information services	20,270	18,685
Other industries	29,190	10,034
Consumer	32,081	25,511
Foreign-excluding MUAH and Krungsri	189,742	191,889
<b>Residential</b>	79,817	75,399
<b>Card</b>	62,546	61,424
<b>MUAH</b>	66,636	82,150
<b>Krungsri</b>	85,325	94,902
<b>Total<sup>(1)</sup></b>	<b>¥ 1,186,962</b>	<b>¥ 976,912</b>

Note:

(1) The above table does not include loans held for sale of ¥400 million and nil at March 31, 2016 and 2017, respectively, and loans acquired with deteriorated credit quality of ¥12,805 million and ¥9,720 million at March 31, 2016 and 2017, respectively.

**Impaired Loans**

The MUFG Group's impaired loans primarily include nonaccrual loans and TDRs. The following table shows information about impaired loans by class at March 31, 2016 and 2017:

<b>At March 31, 2016:</b>	<b>Recorded Loan Balance</b>			<b>Unpaid Principal</b>	<b>Related Allowance for</b>
	<b>Requiring an Allowance for</b>	<b>Not Requiring an Allowance for</b>	<b>Total<sup>(2)</sup></b>		



	Credit Losses	Credit Losses <sup>(1)</sup>		Balance	Credit Losses
	(in millions)				
<b>Commercial</b>					
Domestic	¥ 815,185	¥ 241,159	¥ 1,056,344	¥ 1,101,627	¥ 467,729
Manufacturing	420,377	85,948	506,325	514,155	283,697
Construction	16,660	8,986	25,646	26,561	7,845
Real estate	67,508	38,833	106,341	113,917	17,074
Services	62,296	22,057	84,353	90,651	27,593
Wholesale and retail	174,946	52,718	227,664	239,763	87,999
Banks and other financial institutions	542	146	688	689	459
Communication and information services	17,047	10,091	27,138	28,312	11,303
Other industries	30,661	6,237	36,898	38,782	24,473
Consumer	25,148	16,143	41,291	48,797	7,286
Foreign-excluding MUAH and Krungsri	285,298	6,008	291,306	305,048	175,040
Loans acquired with deteriorated credit quality	11,365		11,365	21,390	3,286
<b>Residential</b>	133,435	8,518	141,953	173,777	39,629
<b>Card</b>	78,770	539	79,309	88,567	21,294
<b>MUAH</b>	68,502	32,022	100,524	108,119	13,422
<b>Krungsri</b>	27,873	16,476	44,349	49,879	14,532
Total <sup>(3)</sup>	¥ 1,420,428	¥ 304,722	¥ 1,725,150	¥ 1,848,407	¥ 734,932

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At March 31, 2017:	Recorded Loan Balance			Unpaid Principal Balance	Related Allowance for Credit Losses
	Requiring an Allowance for Credit Losses	Not Requiring an Allowance for Credit Losses <sup>(1)</sup>	Total <sup>(2)</sup> (in millions)		
<b>Commercial</b>					
Domestic	¥ 875,977	¥ 187,738	¥ 1,063,715	¥ 1,107,203	¥ 608,122
Manufacturing	555,009	39,587	594,596	602,038	411,787
Construction	15,007	9,068	24,075	24,907	9,107
Real estate	53,048	30,274	83,322	90,797	14,987
Services	48,304	23,162	71,466	78,097	31,074
Wholesale and retail	160,422	53,760	214,182	224,141	115,673
Banks and other financial institutions	1,836	607	2,443	2,443	1,674
Communication and information services	14,166	10,652	24,818	26,641	10,565
Other industries	10,714	5,806	16,520	17,403	7,226
Consumer	17,471	14,822	32,293	40,736	6,029
Foreign-excluding MUAH and Krungsri	262,887	23,019	285,906	309,975	164,682
Loans acquired with deteriorated credit quality	8,013		8,013	11,513	3,619
<b>Residential</b>	120,465	6,557	127,022	154,006	46,971
<b>Card</b>	71,849	462	72,311	80,392	20,523
<b>MUAH</b>	77,160	16,292	93,452	113,414	19,173
<b>Krungsri</b>	44,679	20,752	65,431	71,075	19,118
Total <sup>(3)</sup>	¥ 1,461,030	¥ 254,820	¥ 1,715,850	¥ 1,847,578	¥ 882,208

## Notes:

- (1) These loans do not require an allowance for credit losses because the recorded loan balance equals, or does not exceed, the present value of expected future cash flows discounted at the loans' effective interest rate, loans' observable market price, or the fair value of the collateral if the loan is a collateral-dependent loan.
- (2) Included in impaired loans at March 31, 2016 and 2017 are accrual TDRs as follows: ¥457,219 million and ¥688,746 million Commercial; ¥60,634 million and ¥50,213 million Residential; ¥37,896 million and ¥32,564 million Card; ¥49,601 million and ¥24,708 million MUAH; and ¥8,494 million and ¥23,588 million Krungsri, respectively.
- (3) In addition to impaired loans presented in the above table, there were impaired loans held for sale of ¥400 million and ¥9,879 million at March 31, 2016 and 2017, respectively.

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The following table shows information regarding the average recorded loan balance and recognized interest income on impaired loans for the fiscal years ended March 31, 2015, 2016 and 2017:

	2015		2016		2017	
	Average Recorded Loan Balance	Recognized Interest Income	Average Recorded Loan Balance	Recognized Interest Income	Average Recorded Loan Balance	Recognized Interest Income
	(in millions)					
<b>Commercial</b>						
Domestic	¥ 1,181,941	¥ 23,216	¥ 1,066,585	¥ 16,572	¥ 1,137,501	¥ 14,116
Manufacturing	440,258	8,333	464,157	5,530	601,256	5,845
Construction	38,888	863	29,548	708	26,684	434
Real estate	170,549	3,163	123,203	2,169	96,229	1,593
Services	115,384	2,704	91,339	1,967	81,967	1,236
Wholesale and retail	283,213	5,358	249,656	4,333	238,798	3,466
Banks and other financial institutions	7,230	132	3,982	51	2,272	11
Communication and information services	35,249	837	29,547	677	27,531	570
Other industries	35,208	745	29,018	301	24,709	397
Consumer	55,962	1,081	46,135	836	38,055	564
Foreign-excluding MUAH and Krungsri	183,671	3,161	230,018	3,235	291,612	5,132
Loans acquired with deteriorated credit quality	14,758	697	11,549	495	9,974	432
<b>Residential</b>	187,642	4,241	154,760	2,918	133,876	1,883
<b>Card</b>	97,159	4,154	85,006	3,330	75,809	2,483
<b>MUAH</b>	59,711	2,040	71,966	1,550	91,690	1,664
<b>Krungsri</b>	18,764	609	40,037	2,252	51,597	2,201
<b>Total</b>	¥ 1,743,646	¥ 38,118	¥ 1,659,921	¥ 30,352	¥ 1,792,059	¥ 27,911

Interest income on nonaccrual loans for all classes was recognized on a cash basis when ultimate collectibility of principal was certain. Otherwise, cash receipts were applied as principal reductions. Interest income on accruing impaired loans, including TDRs, was recognized on an accrual basis to the extent that the collectibility of interest income was reasonably certain based on management's assessment.

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The following table shows a roll-forward of accrual TDRs and other impaired loans (including nonaccrual TDRs) for the fiscal years ended March 31, 2015, 2016 and 2017:

	2015	2016 (in millions)	2017
<b>Accrual TDRs:</b>			
Balance at beginning of fiscal year	¥ 832,267	¥ 867,090	¥ 613,844
Additions (new accrual TDR status) <sup>(1)</sup>	364,445	175,178	492,269
Transfers to other impaired loans (including nonaccrual TDRs)	(28,001)	(164,016)	(40,182)
Loans sold	(223)	(9)	(1,637)
Principal payments and other	(301,398)	(264,399)	(244,475)
<b>Balance at end of fiscal year<sup>(1)</sup></b>	<b>¥ 867,090</b>	<b>¥ 613,844</b>	<b>¥ 819,819</b>
<b>Other impaired loans (including nonaccrual TDRs):</b>			
Balance at beginning of fiscal year	¥ 1,028,760	¥ 819,716	¥ 1,111,306
Additions (new other impaired loans (including nonaccrual TDRs) status) <sup>(1)(2)</sup>	281,456	617,481	541,789
Charge-off	(79,684)	(65,198)	(106,097)
Transfers to accrual TDRs	(48,176)	(32,190)	(333,478)
Loans sold	(14,448)	(12,224)	(44,984)
Principal payments and other	(348,192)	(216,279)	(272,505)
<b>Balance at end of fiscal year<sup>(1)</sup></b>	<b>¥ 819,716</b>	<b>¥ 1,111,306</b>	<b>¥ 896,031</b>

## Notes:

- (1) For the fiscal year ended March 31, 2015, lease receivables of ¥4,437 million and ¥924 million in the Krungsri segment, which were accrual TDRs and nonaccrual TDRs, respectively, are excluded from the additions of accrual TDRs and other impaired loans, respectively, and the related ending balances of such TDRs amounting to ¥4,333 million and ¥1,629 million, are also excluded from the balance of accrual TDRs and other impaired loans, respectively, as of March 31, 2015. For the fiscal year ended March 31, 2016, lease receivables of ¥3,124 million and ¥240 million in the Krungsri segment, which were accrual TDRs and nonaccrual TDRs, respectively, are excluded from the additions of accrual TDRs and other impaired loans, respectively, and the related ending balances of such TDRs amounting to ¥4,172 million and ¥567 million, are also excluded from the balance of accrual TDRs and other impaired loans, respectively, as of March 31, 2016. For the fiscal year ended March 31, 2017, lease receivables of ¥875 million and ¥74 million in the Krungsri segment, which were accrual TDRs and nonaccrual TDRs, respectively, are excluded from the additions of accrual TDRs and other impaired loans,

respectively, and the related ending balances of such TDRs amounting to ¥4,065 million and ¥389 million, are also excluded from the balance of accrual TDRs and other impaired loans, respectively, as of March 31, 2017.

- (2) Included in the additions of other impaired loans for the fiscal years ended March 31, 2015, 2016 and 2017 are nonaccrual TDRs as follows: ¥12,756 million, ¥10,954 million and ¥11,699 million Card; ¥13,278 million, ¥19,725 million and ¥25,023 million MUAH; and ¥4,009 million, ¥7,989 million and ¥7,471 million Krungsri, respectively.

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Troubled Debt Restructurings***

The following table summarizes the MUFG Group's TDRs by class for the fiscal years ended March 31, 2015, 2016 and 2017:

	2015		2016		2017	
	Pre- Modification Outstanding Recorded Investment	Post- Modification Outstanding Recorded Investment	Pre- Modification Outstanding Recorded Investment	Post- Modification Outstanding Recorded Investment	Pre- Modification Outstanding Recorded Investment	Post- Modification Outstanding Recorded Investment
	<b>Troubled Debt Restructurings</b>					
	<b>(in millions)</b>					
<b>Commercial<sup>(1)(3)</sup></b>						
Domestic	¥ 324,055	¥ 312,215	¥ 116,299	¥ 76,530	¥ 377,563	¥ 377,563
Manufacturing	239,793	227,953	63,304	23,535	335,347	335,347
Construction	5,053	5,053	2,881	2,881	1,377	1,377
Real estate	13,555	13,555	7,167	7,167	7,457	7,457
Services	16,024	16,024	12,226	12,226	5,268	5,268
Wholesale and retail	43,643	43,643	27,545	27,545	22,868	22,868
Banks and other financial institutions	12	12				
Communication and information services	2,434	2,434	869	869	2,405	2,405
Other industries	2,005	2,005	1,240	1,240	1,493	1,493
Consumer	1,536	1,536	1,067	1,067	1,348	1,348
Foreign-excluding MUAH and Krungsri	3,090	2,927	23,849	23,849	58,178	58,178
Loans acquired with deteriorated credit quality	1,594	1,594			1,030	1,030
<b>Residential<sup>(1)(3)</sup></b>	26,073	26,073	19,316	19,316	13,092	13,092
<b>Card<sup>(2)(3)</sup></b>	19,275	19,015	16,002	15,670	17,256	16,759
<b>MUAH<sup>(2)(3)</sup></b>	18,624	18,258	64,064	64,064	38,558	38,449
<b>Krungsri<sup>(2)(3)</sup></b>	19,796	19,767	17,869	17,781	32,340	32,340
<b>Total</b>	<b>¥ 412,507</b>	<b>¥ 399,849</b>	<b>¥ 257,399</b>	<b>¥ 217,210</b>	<b>¥ 538,017</b>	<b>¥ 537,411</b>

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	<b>2015</b>	<b>2016</b>	<b>2017</b>
	<b>Troubled Debt Restructurings That Subsequently defaulted Recorded Investment (in millions)</b>		
<b>Commercial<sup>(1)(3)</sup></b>			
Domestic	¥ 5,234	¥ 150,142	¥ 4,587
Manufacturing	1,769	147,025	1,373
Construction	322	6	11
Real estate	119	745	38
Services	452	1,193	217
Wholesale and retail	2,044	1,090	2,530
Banks and other financial institutions			
Communication and information services	264	20	385
Other industries	149	40	
Consumer	115	23	33
Foreign-excluding MUAH and Krungsri			11,268
Loans acquired with deteriorated credit quality			
<b>Residential<sup>(1)(3)</sup></b>	345	284	231
<b>Card<sup>(2)(3)</sup></b>	4,793	4,479	3,661
<b>MUAH<sup>(2)(3)</sup></b>	2,839	3,925	6,624
<b>Krungsri<sup>(2)(3)</sup></b>	1,455	6,219	3,984
Total	¥ 14,666	¥ 165,049	¥ 30,355

## Notes:

- (1) TDRs for the Commercial and Residential segments include accruing loans, and do not include nonaccrual loans.
- (2) TDRs for the Card, MUAH and Krungsri segments include accrual and nonaccrual loans.
- (3) For the fiscal years ended March 31, 2015 and 2016, extension of the stated maturity date of loans was the primary concession type in the Commercial, Residential and Krungsri segments, reduction in the stated rate was the primary concession type in the Card segment and payment deferrals was the primary concession type in the MUAH segment. For the fiscal year ended March 31, 2017, extension of the stated maturity date of loans was the primary concession type in the Residential segment, reduction in the stated rate was the primary concession type in the Commercial and Card segments and payment deferrals was the primary concession type in the MUAH and Krungsri segments.



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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table summarizes outstanding recorded investment balances of TDRs by class at March 31, 2016 and 2017:

	2016	2017
	(in millions)	
<b>Commercial<sup>(1)</sup></b>		
Domestic	¥ 353,604	¥ 592,578
Manufacturing	133,524	409,500
Construction	10,502	8,881
Real estate	46,206	38,953
Services	43,918	32,864
Wholesale and retail	95,652	82,968
Banks and other financial institutions	13	11
Communication and information services	6,869	6,133
Other industries	7,711	6,486
Consumer	9,209	6,782
Foreign-excluding MUAH and Krungsri	103,615	96,168
<b>Residential<sup>(1)</sup></b>	60,634	50,213
<b>Card<sup>(2)</sup></b>	79,309	72,311
<b>MUAH<sup>(2)</sup></b>	98,843	69,830
<b>Krungsri<sup>(2)</sup></b>	26,422	46,651
<b>Total</b>	<b>¥ 722,427</b>	<b>¥ 927,751</b>

Notes:

- (1) TDRs for the Commercial and Residential segments include accruing loans, and do not include nonaccrual loans.  
(2) TDRs for the Card, MUAH and Krungsri segments include accrual and nonaccrual loans. Included in the outstanding recorded investment balances as of March 31, 2016 and 2017 are nonaccrual TDRs as follows:  
¥41,413 million and ¥39,747 million Card; ¥49,242 million and ¥45,122 million MUAH; and ¥13,756 million and ¥18,998 million Krungsri, respectively.

A modification of terms of a loan under a TDR mainly involves: (i) a reduction in the stated interest rate applicable to the loan, (ii) an extension of the stated maturity date of the loan, (iii) a partial forgiveness of the principal of the loan, or (iv) a combination of all of these. Those loans are also considered impaired loans, and hence the allowance for credit losses is separately established for each loan. As a result, the amount of allowance for credit losses increases in many cases upon classification as a TDR loan. The amount of pre-modification outstanding recorded investment and post-modification outstanding recorded investment may differ due to write-offs made as part of the concession. The impact of write-offs associated with TDRs on the MUFU Group's results of operations for the fiscal years ended

March 31, 2015, 2016 and 2017 was not material.

TDRs for the Commercial and Residential segments in the above tables include accruing loans, and do not include nonaccrual loans. Once a loan is classified as a nonaccrual loan, a modification would have little likelihood of resulting in the recovery of the loan in view of the severity of the financial difficulty of the borrower. Therefore, even if a nonaccrual loan is modified, the loan continues to be classified as a nonaccrual loan. The vast majority of modifications to nonaccrual loans are temporary extensions of the maturity dates, typically for periods up to 90 days, and continually made as the borrower is unable to repay or refinance the loan at the extended maturity. Accordingly, the impact of such TDRs on the outstanding recorded investment is immaterial, and the vast majority of nonaccrual TDRs have subsequently defaulted.

TDRs that subsequently defaulted in the Commercial and Residential segments in the above tables include those accruing loans that became past due one month or more within the Commercial segment and six months or more within the Residential segment, and those accruing loans reclassified to nonaccrual loans due to financial

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difficulties even without delinquencies. This is because classification as a nonaccrual loan is regarded as default under the MUFG Group's credit policy. Also, the MUFG Group defines default as payment default for the purpose of the disclosure.

Regarding the Card, MUAH and Krungsri segments, the TDRs in the above tables represent nonaccrual and accruing loans, and the defaulted loans in the above table represent nonaccruing and accruing loans that became past due one month or more within the Card segment, 60 days or more within the MUAH segment, and six months or more within the Krungsri segment.

Historical payment defaults are one of the factors considered when projecting future cash flows in determining the allowance for credit losses for each segment.

The MUFG Group provided commitments to extend credit to customers with TDRs. The amounts of such commitments were ¥31,302 million and ¥168,840 million at March 31, 2016 and 2017, respectively. See Note 25 for further discussion of commitments to extend credit.

***Credit Quality Indicator***

Credit quality indicators of loans by class at March 31, 2016 and 2017 are shown below:

**At March 31, 2016:**

	Normal	Close Watch	Likely to become Bankrupt or Legally/Virtually Bankrupt	Total <sup>(1)</sup>
	(in millions)			
<b>Commercial</b>				
Domestic	¥ 54,765,780	¥ 2,077,010	¥ 703,122	¥ 57,545,912
Manufacturing	11,129,300	602,097	372,941	12,104,338
Construction	842,100	55,250	15,207	912,557
Real estate	10,540,325	461,238	60,125	11,061,688
Services	2,232,882	216,327	40,523	2,489,732
Wholesale and retail	7,226,154	523,813	132,013	7,881,980
Banks and other financial institutions	5,133,471	12,676	675	5,146,822
Communication and information services	1,432,234	51,533	20,270	1,504,037
Other industries	14,611,047	96,522	29,276	14,736,845
Consumer	1,618,267	57,554	32,092	1,707,913
Foreign-excluding MUAH and Krungsri	35,202,041	1,102,422	195,776	36,500,239
Loans acquired with deteriorated credit quality	18,333	16,081	5,991	40,405
Total	¥ 89,986,154	¥ 3,195,513	¥ 904,889	¥ 94,086,556

	Accrual	Nonaccrual (in millions)	Total <sup>(1)</sup>
<b>Residential</b>	¥ 14,156,030	¥ 80,696	¥ 14,236,726
<b>Card</b>	¥ 530,858	¥ 63,051	¥ 593,909

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	Credit Quality Based on the Number of Delinquencies		Credit Quality Based on Internal Credit Ratings			Total <sup>(1)(2)</sup>
	Accrual	Nonaccrual	Pass	Special Mention	Classified	
<b>MUAH</b>	¥ 3,650,744	¥ 27,137	¥ 5,373,188	¥ 126,279	¥ 177,779	¥ 9,355,127

	Substandard or Doubtful or Doubtful of Loss			Total <sup>(1)</sup>
	Normal	Special Mention	(in millions)	
<b>Krungsri</b>	¥ 4,421,957	¥ 161,557	¥ 90,767	¥ 4,674,281

At March 31, 2017:	Likely to become Bankrupt or Legally/Virtually Bankrupt			Total <sup>(1)</sup>
	Normal	Close Watch	(in millions)	
<b>Commercial</b>				
Domestic	¥ 49,572,413	¥ 2,161,965	¥ 296,961	¥ 52,031,339
Manufacturing	10,882,533	821,062	65,112	11,768,707
Construction	753,879	53,255	11,550	818,684
Real estate	11,137,637	352,785	42,382	11,532,804
Services	2,267,272	237,067	31,202	2,535,541
Wholesale and retail	7,403,680	462,577	98,423	7,964,680
Banks and other financial institutions	5,207,774	14,341	892	5,223,007
Communication and information services	1,573,518	45,342	15,357	1,634,217
Other industries	8,725,914	125,725	8,086	8,859,725
Consumer	1,620,206	49,811	23,957	1,693,974
Foreign-excluding MUAH and Krungsri	36,134,401	971,228	189,599	37,295,228
Loans acquired with deteriorated credit quality	16,503	12,572	5,065	34,140
<b>Total</b>	¥ 85,723,317	¥ 3,145,765	¥ 491,625	¥ 89,360,707

	Accrual	Nonaccrual	Total <sup>(1)</sup>
	(in millions)		
<b>Residential</b>	¥ 14,256,263	¥ 76,185	¥ 14,332,448

Card	Credit Quality Based on the Number of Delinquencies		Credit Quality Based on Internal Credit Ratings			Total <sup>(1)(2)</sup>
	Accrual	Nonaccrual	Pass	Special Mention (in millions)	Classified	
<b>MUAH</b>	¥ 3,837,763	¥ 22,949	¥ 4,879,158	¥ 133,032	¥ 151,553	¥ 9,024,455
			Normal	Special Mention (in millions)	Substandard or Doubtful or Doubtful of Loss	Total <sup>(1)</sup>
<b>Krungsri</b>			¥ 4,672,435	¥ 195,472	¥ 98,335	¥ 4,966,242

Notes:

- (1) Total loans in the above table do not include loans held for sale, and represent balances without adjustments in relation to unearned income, unamortized premiums and deferred loan fees.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(2) Total loans of MUAH do not include FDIC covered loans and small business loans which are not individually rated totaling ¥43,037 million and ¥40,534 million as of March 31, 2016 and 2017, respectively. The MUFG Group will be reimbursed for a substantial portion of any future losses on FDIC covered loans under the terms of the FDIC loss share agreements.

The MUFG Group classifies loans into risk categories based on relevant information about the ability of borrowers to service their debt, including, but not limited to, historical and current financial information, historical and current payment experience, credit documentation, public and non-public information about borrowers and current economic trends as deemed appropriate to each segment.

The primary credit quality indicator for loans within all classes of the Commercial segment is the internal credit rating assigned to each borrower based on the MUFG Group's internal borrower ratings of 1 through 15, with the rating of 1 assigned to a borrower with the highest quality of credit. When assigning a credit rating to a borrower, the MUFG Group evaluates the borrower's expected debt-service capability based on various information, including financial and operating information of the borrower as well as information on the industry in which the borrower operates, and the borrower's business profile, management and compliance system. In evaluating a borrower's debt-service capability, the MUFG Group also conducts an assessment of the level of earnings and an analysis of the borrower's net worth. Based on the internal borrower rating, loans within the Commercial segment are categorized as Normal (internal borrower ratings of 1 through 9), Close Watch (internal borrower ratings of 10 through 12), and Likely to become Bankrupt or Legally/Virtually Bankrupt (internal borrower ratings of 13 through 15).

Loans to borrowers categorized as Normal represent those that are not deemed to have collectibility issues.

Loans to borrowers categorized as Close Watch represent those that require close monitoring as the borrower has begun to exhibit elements of potential concern with respect to its business performance and financial condition, the borrower has begun to exhibit elements of serious concern with respect to its business performance and financial condition, including business problems requiring long-term solutions, or the borrower's loans are TDRs or loans contractually past due 90 days or more for special reasons.

Loans to borrowers categorized as Likely to become Bankrupt or Legally/Virtually Bankrupt represent those that have a higher probability of default than those categorized as Close Watch due to serious debt repayment problems with poor progress in achieving restructuring plans, the borrower being considered virtually bankrupt with no prospects for an improvement in business operations, or the borrower being legally bankrupt with no prospects for continued business operations because of non-payment, suspension of business, voluntary liquidation or filing for legal liquidation.

The accrual status is a primary credit quality indicator for loans within the Residential segment, the Card segment and consumer loans within the MUAH segment. The accrual status of these loans is determined based on the number of delinquent payments. See Note 1 for further details of categorization of Accrual and Nonaccrual.

Commercial loans within the MUAH segment are categorized as either pass or criticized based on the internal credit rating assigned to each borrower. Criticized credits are those that are internally risk graded as Special Mention, Substandard or Doubtful. Special Mention credits are potentially weak, as the borrower has begun to exhibit

deteriorating trends, which, if not corrected, may jeopardize repayment of the loan and result in further downgrade. Classified credits are those that are internally risk graded as Substandard or Doubtful. Substandard credits have well-defined weaknesses, which, if not corrected, could jeopardize the full satisfaction of the debt. A credit classified as Doubtful has critical weaknesses that make full collection improbable on the basis of currently existing facts and conditions.

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Loans within the Krungsri segment are categorized as Normal, Special Mention, Substandard, Doubtful, and Doubtful of Loss primarily based on their delinquency status. Loans categorized as Special Mention generally represent those that have the overdue principal or interest payments for a cumulative period exceeding one month commencing from the contractual due date. Loans categorized as Substandard, Doubtful or Doubtful of Loss generally represent those that have the overdue principal or interest payments for a cumulative period exceeding three months commencing from the contractual due date.

For the Commercial, Residential and Card segments, credit quality indicators are based on information as of March 31. For the MUAH and Krungsri segments, credit quality indicators are generally based on information as of December 31.

**Past Due Analysis**

Ages of past due loans by class at March 31, 2016 and 2017 are shown below:

<b>At March 31, 2016:</b>	<b>1-3 months Past Due</b>	<b>Greater Than 3 months</b>	<b>Total Past Due</b>	<b>Current  (in millions)</b>	<b>Total Loans<sup>(1)(2)</sup></b>	<b>Recorded Investment &gt; 90 Days and Accruing</b>
<b>Commercial</b>						
Domestic	¥ 13,948	¥ 22,305	¥ 36,253	¥ 57,509,659	¥ 57,545,912	¥ 6,374
Manufacturing	670	4,209	4,879	12,099,459	12,104,338	27
Construction	443	427	870	911,687	912,557	
Real estate	3,260	5,761	9,021	11,052,667	11,061,688	1,856
Services	2,085	1,084	3,169	2,486,563	2,489,732	106
Wholesale and retail	2,436	3,225	5,661	7,876,319	7,881,980	147
Banks and other financial institutions		36	36	5,146,786	5,146,822	2
Communication and information services	1,062	435	1,497	1,502,540	1,504,037	73
Other industries	187	117	304	14,736,541	14,736,845	
Consumer	3,805	7,011	10,816	1,697,097	1,707,913	4,163
Foreign-excluding MUAH and Krungsri	17,685	23,488	41,173	36,459,066	36,500,239	
<b>Residential</b>	79,243	50,449	129,692	14,095,995	14,225,687	40,835
<b>Card</b>	18,181	31,655	49,836	532,601	582,437	
<b>MUAH</b>	17,247	8,563	25,810	9,331,855	9,357,665	241
<b>Krungsri</b>	87,023	70,139	157,162	4,494,996	4,652,158	

Total	¥ 233,327	¥ 206,599	¥ 439,926	¥ 122,424,172	¥ 122,864,098	¥ 47,450
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At March 31, 2017:	1-3 months Past Due	Greater Than 3 months	Total Past Due	Current  (in millions)	Total Loans <sup>(1)(2)</sup>	Recorded Investment > 90 Days and Accruing
<b>Commercial</b>						
Domestic	¥ 12,410	¥ 19,468	¥ 31,878	¥ 51,999,461	¥ 52,031,339	¥ 5,817
Manufacturing	1,427	1,671	3,098	11,765,609	11,768,707	20
Construction	281	235	516	818,168	818,684	
Real estate	2,655	5,058	7,713	11,525,091	11,532,804	1,542
Services	1,294	3,225	4,519	2,531,022	2,535,541	4
Wholesale and retail	1,932	1,883	3,815	7,960,865	7,964,680	149
Banks and other financial institutions	3	21	24	5,222,983	5,223,007	
Communication and information services	583	216	799	1,633,418	1,634,217	
Other industries	337	99	436	8,859,289	8,859,725	
Consumer	3,898	7,060	10,958	1,683,016	1,693,974	4,102
Foreign-excluding MUAH and Krungsri	5,268	50,105	55,373	37,239,855	37,295,228	2,244
<b>Residential</b>	78,227	42,335	120,562	14,202,076	14,322,638	31,382
<b>Card</b>	17,490	31,298	48,788	533,484	582,272	
<b>MUAH</b>	25,162	14,212	39,374	8,998,049	9,037,423	1,165
<b>Krungsri</b>	103,055	73,261	176,316	4,780,709	4,957,025	
<b>Total</b>	¥ 241,612	¥ 230,679	¥ 472,291	¥ 117,753,634	¥ 118,225,925	¥ 40,608

## Notes:

- (1) Total loans in the above table do not include loans held for sale and loans acquired with deteriorated credit quality and represent balances without adjustments in relation to unearned income, unamortized premiums and deferred loan fees.
- (2) Total loans of MUAH do not include ¥732 million and ¥438 million of FDIC covered loans at March 31, 2016 and 2017, respectively, which are not subject to the guidance on loans and debt securities acquired with deteriorated credit quality.

**Allowance for Credit Losses**

Changes in the allowance for credit losses by portfolio segment for the fiscal years ended March 31, 2015, 2016 and 2017 are shown below:

<b>Fiscal year ended March 31, 2015:</b>	<b>Commercial Residential</b>		<b>Card</b>	<b>MUAH</b>	<b>Krungsri<sup>(2)</sup></b>	<b>Total</b>
	<b>(in millions)</b>					
Allowance for credit losses:						
Balance at beginning of fiscal year	¥ 876,857	¥ 116,913	¥ 40,626	¥ 60,024	¥	¥ 1,094,420
Provision (credit) for credit losses	22,621	(30,858)	2,561	(1,883)	94,557	86,998
Charge-offs	119,160	13,894	10,785	5,349	27,973	177,161
Recoveries	18,995	205	3,268	4,027		26,495
Net charge-offs	100,165	13,689	7,517	1,322	27,973	150,666
Others <sup>(1)</sup>	8,403			7,950	8,374	24,727
Balance at end of fiscal year	¥ 807,716	¥ 72,366	¥ 35,670	¥ 64,769	¥ 74,958	¥ 1,055,479

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<b>Fiscal year ended March 31, 2016:</b>	<b>Commercial</b>	<b>Residential</b>	<b>Card</b>	<b>MUAH</b>	<b>Krungsri</b>	<b>Total</b>
	<b>(in millions)</b>					
<b>Allowance for credit losses:</b>						
Balance at beginning of fiscal year	¥ 807,716	¥ 72,366	¥ 35,670	¥ 64,769	¥ 74,958	¥ 1,055,479
Provision (credit) for credit losses	117,024	(9,478)	885	47,429	76,002	231,862
Charge-offs	116,620	6,691	8,323	5,721	61,416	198,771
Recoveries	21,110	2,401	2,955	2,412	12,934	41,812
Net charge-offs	95,510	4,290	5,368	3,309	48,482	156,959
Others <sup>(1)</sup>	(12,671)			(435)	(6,146)	(19,252)
Balance at end of fiscal year	¥ 816,559	¥ 58,598	¥ 31,187	¥ 108,454	¥ 96,332	¥ 1,111,130

<b>Fiscal year ended March 31, 2017:</b>	<b>Commercial</b>	<b>Residential</b>	<b>Card</b>	<b>MUAH</b>	<b>Krungsri</b>	<b>Total</b>
	<b>(in millions)</b>					
<b>Allowance for credit losses:</b>						
Balance at beginning of fiscal year	¥ 816,559	¥ 58,598	¥ 31,187	¥ 108,454	¥ 96,332	¥ 1,111,130
Provision (credit) for credit losses	177,295	12,224	13,289	(62)	50,942	253,688
Charge-offs	108,262	5,339	16,309	32,074	51,774	213,758
Recoveries	21,124	1,853	1,998	2,916	16,058	43,949
Net charge-offs	87,138	3,486	14,311	29,158	35,716	169,809
Others <sup>(1)</sup>	(6,030)			(5,501)	(1,290)	(12,821)
Balance at end of fiscal year	¥ 900,686	¥ 67,336	¥ 30,165	¥ 73,733	¥ 110,268	¥ 1,182,188

Notes:

- (1) Others are principally comprised of gains or losses from foreign exchange translation.
- (2) For the Krungsri segment, the acquired loans were recorded at their fair values as of the acquisition date, and there were no indications that an allowance for credit losses was necessary for these loans as of March 31, 2014. Therefore, no allowance for credit losses was stated at beginning of the fiscal year ended March 31, 2015 in the above table.

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Allowance for credit losses and recorded investment in loans by portfolio segment at March 31, 2016 and 2017 are shown below:

<b>At March 31, 2016:</b>	<b>Commercial</b>	<b>Residential</b>	<b>Card</b>	<b>MUAH</b>	<b>Krungsri</b>	<b>Total</b>
	<b>(in millions)</b>					
<b>Allowance for credit losses:</b>						
Individually evaluated for impairment	¥ 642,769	¥ 39,247	¥ 21,294	¥ 13,422	¥ 14,401	¥ 731,133
Collectively evaluated for impairment	159,761	17,908	9,886	94,926	81,785	364,266
Loans acquired with deteriorated credit quality	14,029	1,443	7	106	146	15,731
<b>Total</b>	<b>¥ 816,559</b>	<b>¥ 58,598</b>	<b>¥ 31,187</b>	<b>¥ 108,454</b>	<b>¥ 96,332</b>	<b>¥ 1,111,130</b>
<b>Loans:</b>						
Individually evaluated for impairment	¥ 1,347,650	¥ 140,451	¥ 78,770	¥ 100,524	¥ 43,609	¥ 1,711,004
Collectively evaluated for impairment	92,698,501	14,085,236	503,667	9,257,873	4,608,549	121,153,826
Loans acquired with deteriorated credit quality	40,405	11,039	11,472	39,767	22,123	124,806
<b>Total<sup>(1)</sup></b>	<b>¥ 94,086,556</b>	<b>¥ 14,236,726</b>	<b>¥ 593,909</b>	<b>¥ 9,398,164</b>	<b>¥ 4,674,281</b>	<b>¥ 122,989,636</b>
<b>At March 31, 2017:</b>	<b>Commercial</b>	<b>Residential</b>	<b>Card</b>	<b>MUAH</b>	<b>Krungsri</b>	<b>Total</b>
	<b>(in millions)</b>					
<b>Allowance for credit losses:</b>						
Individually evaluated for impairment	¥ 772,804	¥ 46,520	¥ 20,523	¥ 19,174	¥ 19,035	¥ 878,056
Collectively evaluated for impairment	115,489	19,255	9,632	54,096	91,137	289,609
Loans acquired with deteriorated credit quality	12,393	1,561	10	463	96	14,523
<b>Total</b>	<b>¥ 900,686</b>	<b>¥ 67,336</b>	<b>¥ 30,165</b>	<b>¥ 73,733</b>	<b>¥ 110,268</b>	<b>¥ 1,182,188</b>
<b>Loans:</b>						
	¥ 1,349,621	¥ 125,611	¥ 71,879	¥ 93,452	¥ 65,028	¥ 1,705,591

Individually evaluated for impairment						
Collectively evaluated for impairment	87,976,946	14,197,027	510,393	8,944,409	4,891,997	116,520,772
Loans acquired with deteriorated credit quality	34,140	9,810	10,881	27,128	9,217	91,176
Total <sup>(1)</sup>	¥ 89,360,707	¥ 14,332,448	¥ 593,153	¥ 9,064,989	¥ 4,966,242	¥ 118,317,539

## Note:

(1) Total loans in the above table do not include loans held for sale, and represent balances without adjustments in relation to unearned income, unamortized premiums and deferred loan fees.

Nonperforming loans were actively disposed of by sales during recent years. The allocated allowance for credit losses for such loans was removed from the allowance for credit losses and transferred to the valuation

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allowance for loans held for sale upon a decision to sell. Net charge-offs in the above table include a decrease in the allowance for credit losses due to loan disposal activity amounting to ¥3.5 billion, ¥0.8 billion and ¥11.0 billion for the fiscal years ended March 31, 2015, 2016 and 2017, respectively.

The MUFG Group sold ¥748 billion, ¥640 billion and ¥833 billion of loans within the Commercial segment during the fiscal years ended March 31, 2015, 2016 and 2017, respectively.

***Loans Acquired in a Transfer***

In accordance with the guidance on loans and debt securities acquired with deteriorated credit quality, the following table sets forth information regarding loans acquired in connection with mergers, for which it is probable, at acquisition, that the MUFG Group will be unable to collect all contractually required payments receivable.

	2016	2017
	(in millions)	
<b>Loans acquired during the fiscal year:</b>		
Contractually required payments receivable at acquisition	¥ 6,993	¥ 2,624
Cash flows expected to be collected at acquisition	935	398
Fair value of loans at acquisition	935	398
<b>Accretable yield for loans within the scope of the guidance on loans and debt securities acquired with deteriorated credit quality:</b>		
Balance at beginning of fiscal year	¥ 73,625	¥ 53,018
Additions		
Accretion	(28,413)	(17,025)
Disposals	(546)	(69)
Reclassifications from nonaccretable difference	9,111	6,462
Foreign currency translation adjustments	(759)	(1,469)
Balance at end of fiscal year	¥ 53,018	¥ 40,917
<b>Loans within the scope of the guidance on loans and debt securities acquired with deteriorated credit quality:</b>		
Outstanding balance at beginning of fiscal year	¥ 399,736	¥ 301,447
Outstanding balance at end of fiscal year	301,447	223,695
Carrying amount at beginning of fiscal year	180,103	124,806
Carrying amount at end of fiscal year	124,806	91,176
<b>Nonaccruing loans within the scope of the guidance on loans and debt securities acquired with deteriorated credit quality:</b>		
Carrying amount at acquisition date during fiscal year	¥ 935	¥ 398
Carrying amount at end of fiscal year	12,805	9,720



**Allowance for credit losses within the scope of the guidance on loans and debt securities acquired with deteriorated credit quality:**

Balance of allowance for credit losses at beginning of fiscal year	¥ 25,045	¥ 15,731
Additional provisions during fiscal year	2,532	3,020
Reductions of allowance during fiscal year	1,449	1,250
Balance of allowance for credit losses at end of fiscal year	15,731	14,523

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The MUFG Group considered prepayments in the determination of contractual cash flows and cash flows expected to be collected based on historical results.

***Lease Receivables***

As part of its financing activities, the MUFG Group enters into leasing arrangements with customers. The MUFG Group's leasing operations are conducted through leasing subsidiaries and consist principally of direct financing leases involving various types of data processing equipment, office equipment and transportation equipment.

As of March 31, 2016 and 2017, the components of the investment in direct financing leases were as follows:

	<b>2016</b>	<b>2017</b>
	<b>(in millions)</b>	
Minimum lease payments receivable	¥ 1,640,245	¥ 1,672,338
Estimated residual values of leased property	28,780	29,314
Less unearned income	(223,476)	(234,874)
Net investment in direct financing leases	¥ 1,445,549	¥ 1,466,778

Future minimum lease payment receivables under noncancelable leasing agreements as of March 31, 2017 were as follows:

	<b>Direct Financing Leases (in millions)</b>
Fiscal year ending March 31:	
2018	¥ 493,232
2019	373,022
2020	302,591
2021	199,906
2022	125,277
2023 and thereafter	178,310
Total minimum lease payment receivables	¥ 1,672,338

***Sales of Loans***

The MUFG Group originates various types of loans to corporate and individual borrowers in Japan and overseas in the normal course of business. In order to improve its loan quality, BTMU and MUTB actively disposed of nonperforming loans. Most of the nonperforming loans were disposed of by sales to third parties without any continuing involvement. Management of BTMU and MUTB generally approves disposals after significant sales terms, including prices, are negotiated. As such, loans are disposed of by sales shortly after the loans are transferred to the held-for-sale classification. The net gains on the sales of loans were ¥15,257 million, ¥12,094 million and ¥19,466 million for the fiscal years ended March 31, 2015, 2016 and 2017, respectively.

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In some cases, the banking subsidiaries of MUFG make loans to related parties, including their directors and executive officers, in the course of their normal commercial banking business. At March 31, 2016 and 2017, outstanding loans to such related parties were not material.

In the opinion of management, these related party loans were made on substantially the same terms, including interest rates and collateral requirements, as those terms prevailing at the date these loans were made. For the fiscal years ended March 31, 2015, 2016 and 2017, there were no loans to related parties that were charged off. Additionally, at March 31, 2015, 2016, and 2017, there were no loans to related parties that were impaired.

**5. PREMISES AND EQUIPMENT**

Premises and equipment at March 31, 2016 and 2017 consisted of the following:

	<b>2016</b>	<b>2017</b>
	<b>(in millions)</b>	
Land	¥ 394,782	¥ 385,961
Buildings	767,810	750,232
Equipment and furniture	654,099	650,120
Leasehold improvements	287,831	303,130
Construction in progress	38,491	46,375
Total	2,143,013	2,135,818
Less accumulated depreciation	1,137,108	1,141,547
Premises and equipment-net	¥ 1,005,905	¥ 994,271

Premises and equipment include capitalized leases, principally related to data processing equipment, which amounted to ¥34,365 million and ¥26,871 million at March 31, 2016 and 2017, respectively. Accumulated depreciation on such capitalized leases at March 31, 2016 and 2017 amounted to ¥23,874 million and ¥14,750 million, respectively.

BTMU has entered into sales agreements to sell its buildings and land and, under separate agreements, leased those properties back for its business operations, including bank branches. BTMU either provided nonrecourse financing to the buyers for the sales proceeds or invested in the equity or common stock of the buyers. As a result, BTMU was considered to have continuing involvement with the properties. For accounting and reporting purposes, these transactions were accounted for under the financing method with the sales proceeds recognized as a financing obligation. The properties were reported on the accompanying consolidated balance sheets and depreciated. The financing obligation at March 31, 2016 and 2017 was ¥44,152 million and ¥43,031 million, respectively.

For the fiscal years ended March 31, 2015, 2016 and 2017, the MUFG Group recognized ¥6,057 million, ¥7,016 million and ¥5,964 million, respectively, of impairment losses for long-lived assets, primarily real estate which was either formerly used for its banking operations and is no longer used or real estate that is being used where recovery of the carrying amount is doubtful. In addition, ¥176 million, ¥541 million and ¥901 million of impairment losses were recognized for real estate held for sale for the fiscal years ended March 31, 2015, 2016 and 2017, respectively. These losses are included in Other non-interest expenses. In computing the amount of impairment losses, fair value was determined primarily based on market prices, if available, or the estimated price based on an appraisal.

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The table below presents the movement in the carrying amount of goodwill by business segment during the fiscal years ended March 31, 2016 and 2017:

Effective April 1, 2016, the MUFG Group began to add the Total of Customer Business column as a total of the Retail Banking Business Group, the Corporate Banking Business Group, the Global Business Group, and the Trust Assets Business Group, as shown in the table below. In addition, effective April 1, 2016, the MUFG Group also eliminated the separate presentation of MUAH and Krungsri as sub-categories of the Global Business Group.

	Customer Business				Total	Global Markets Business Group	Total
	Retail Banking Business Group	Corporate Banking Business Group	Global Business Group	Trust Assets Business Group (in millions)			
<b>Balance at March 31, 2015:</b>							
Goodwill	¥ 840,055	¥ 885,234	¥ 791,810	¥ 39,991	¥ 2,557,090	¥ 2,300	¥ 2,559,390
Accumulated impairment losses	(840,055)	(885,234)	(532)	(25,959)	(1,751,780)		(1,751,780)
			791,278	14,032	805,310	2,300	807,610
Goodwill acquired during the fiscal year <sup>(2)</sup>				2,732	2,732		2,732
Impairment loss			(329,421)	(4,298)	(333,719)		(333,719)
Foreign currency translation adjustments and other			(22,225)	(23)	(22,248)		(22,248)
<b>Balance at March 31, 2016:</b>							
Goodwill	840,055	885,234	769,585	42,700	2,537,574	2,300	2,539,874
Accumulated impairment losses	(840,055)	(885,234)	(329,953)	(30,257)	(2,085,499)		(2,085,499)
			439,632	12,443	452,075	2,300	454,375
Goodwill acquired during the fiscal year <sup>(2)</sup>			8,280	7,975	16,255		16,255

Impairment loss				(6,638)	(6,638)		(6,638)
Foreign currency translation adjustments and other			(13,835)	(14)	(13,849)		(13,849)
<b>Balance at March 31, 2017:</b>							
Goodwill	840,055	885,234	764,030	50,661	2,539,980	2,300	2,542,280
Accumulated impairment losses	(840,055)	(885,234)	(329,953)	(36,895)	(2,092,137)		(2,092,137)
	¥	¥	¥ 434,077	¥ 13,766	¥ 447,843	¥ 2,300	¥ 450,143

## Notes:

(1) See Note 30 for the business segment information of the MUFG Group.

(2) See Note 2 for the goodwill acquired in connection with acquisition.

U.S. GAAP requires to test goodwill for impairment at least annually, or more frequently if events or changes in circumstances indicate that goodwill may be impaired, using a two-step process that begins with an estimation of the fair value of a reporting unit, which is to be compared with the carrying amount of the reporting unit including goodwill, to identify potential impairment of goodwill. If the carrying amount of a reporting unit including goodwill exceeds its estimated fair value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss recorded in the consolidated statements of income. This test requires comparison of the implied fair value of the reporting unit's goodwill with the carrying amount of its goodwill.

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For the fiscal years ended March 31, 2015, 2016 and 2017, the MUFG Group recognized ¥3,432 million, ¥4,298 million and ¥6,638 million, respectively, in impairment of goodwill relating to reporting units within the Trust Assets Business Group segment. The MUFG Group readjusted its future cash flow projection of the reporting units in this segment, considering the subsidiaries' recent business performance. Due to the situation, the fair value of the reporting units, which were based on discounted future cash flows, fell below the carrying amounts of the reporting units. Accordingly, the second step of the goodwill impairment test was performed for the reporting units. As a result, the carrying amounts of the reporting units' goodwill exceeded the implied fair value of the reporting units' goodwill, and the impairment losses were recognized on the related goodwill.

For the fiscal year ended March 31, 2016, the MUFG Group recognized total of ¥329,421 million in impairment of goodwill relating to reporting unit Other than MUAH/Krungsri and Krungsri reporting unit, both of which were within the Global Business Group segment.

The MUFG Group recognized ¥151,671 million in impairment of goodwill relating to reporting unit Other than MUAH/Krungsri within the Global Business Group segment. The Bank of Japan introduced Quantitative and Qualitative Monetary Easing with Negative Interest Rates in January, 2016, and the benchmark yield turned and stayed negative through to the end of the fiscal year. Share prices have fallen and the Japanese yen appreciated since the start of the calendar year as a reflection of heightened risk aversion around the globe. It led MUFG's stock price to decline from ¥743.7 at March 31, 2015 to ¥521.5 at March 31, 2016. Since the fair value of reporting unit Other than MUAH/Krungsri within the Global Business Group segment was estimated based on MUFG's stock price, this decline led to decrease in the market capitalization and negatively affected the fair value of the reporting unit. Due to the situation, the fair value of the reporting unit fell below the carrying amount of the reporting unit. Accordingly, the second step of the goodwill impairment test was performed for this reporting unit. As a result, the carrying amount of the reporting unit's goodwill exceeded the implied fair value of the reporting unit's goodwill, and the impairment loss was recognized on the related goodwill.

The MUFG Group recognized ¥177,750 million in impairment of goodwill relating to Krungsri reporting unit within the Global Business Group segment. The economy in China continued to slow down due to the suppressed investment environment, while weak exports weighed on other Asian economies. It led to a slow down in economic growth in Thailand and Krungsri's stock price to decline from Thai baht 44.75 at December 31, 2014 to Thai baht 29.75 at December 31, 2015. Since the fair value of Krungsri reporting unit within the Global Business Group segment was estimated based on Krungsri's stock price, this decline led to decrease in the market capitalization and negatively affected the fair value of the reporting unit. Due to the situation, the fair value of the reporting unit fell below the carrying amount of the reporting unit. Accordingly, the second step of the goodwill impairment test was performed for this reporting unit. As a result, the carrying amount of the reporting unit's goodwill exceeded the implied fair value of the reporting unit's goodwill, and the impairment loss was recognized on the related goodwill.



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The table below presents the gross carrying amount, accumulated amortization and net carrying amount, in total and by major class of other intangible assets at March 31, 2016 and 2017:

	2016			2017		
	Gross carrying amount	Accumulated amortization	Net carrying amount	Gross carrying amount	Accumulated amortization	Net carrying amount
(in millions)						
Intangible assets subject to amortization:						
Software	¥2,204,185	¥ 1,517,237	¥ 686,948	¥2,386,754	¥1,675,564	¥ 711,190
Core deposit intangibles	137,337	76,872	60,465	126,728	76,628	50,100
Customer relationships	378,295	182,284	196,011	395,136	203,144	191,992
Trade names	78,079	23,915	54,164	77,024	27,210	49,814
Other	12,293	4,015	8,278	12,068	3,929	8,139
<b>Total</b>	<b>¥2,810,189</b>	<b>¥ 1,804,323</b>	<b>1,005,866</b>	<b>¥2,997,710</b>	<b>¥1,986,475</b>	<b>1,011,235</b>
Intangible assets not subject to amortization:						
Other			9,284			9,124
<b>Total</b>			<b>9,284</b>			<b>9,124</b>
<b>Total</b>			<b>¥ 1,015,150</b>			<b>¥ 1,020,359</b>

Intangible assets subject to amortization acquired during the fiscal year ended March 31, 2016 amounted to ¥231,602 million, which primarily consisted of ¥223,809 million of software and ¥6,479 million of customer relationships. The weighted average amortization periods for these assets are 6 years and 22 years, respectively. There is no significant residual value estimated for these assets. Intangible assets not subject to amortization acquired during the fiscal year ended March 31, 2016 amounted to ¥389 million.

Intangible assets subject to amortization acquired during the fiscal year ended March 31, 2017 amounted to ¥254,064 million, which primarily consisted of ¥234,882 million of software and ¥19,086 million of customer relationships. The weighted average amortization periods for these assets are 5 years and 20 years, respectively. There is no significant residual value estimated for these assets. Intangible assets not subject to amortization acquired during the fiscal year ended March 31, 2017 amounted to ¥1 million.

For the fiscal years ended March 31, 2015, 2016 and 2017, the MUFG Group recognized ¥677 million, ¥117,726 million and ¥5,803 million, respectively, of impairment losses for intangible assets whose carrying amounts exceeded their fair value. In computing the amount of impairment losses, fair value was determined primarily based on the present value of expected future cash flows, the estimated value based on appraisals, or market prices.

The impairment loss for the fiscal year ended March 31, 2016 included a loss of ¥8,043 million relating to customer relationship under Trust Asset Business Group segment. The fair value of the customer relationship was calculated based on the present value of expected future cash flows, which could be affected by the amount of the assets under management and fluctuation of the markets. Estimated future cash flows of the above customer relationship were readjusted downwards due to instability of bond markets and large fluctuations of foreign exchange markets. Accordingly, the MUFG Group reevaluated the fair value of the customer relationship and recognized an impairment loss. Also, for the fiscal year ended March 31, 2016, the MUFG Group recognized an impairment loss of ¥8,923 million related to software for internal use.

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The impairment loss for the fiscal year ended March 31, 2016 included a loss of ¥99,981 million relating to core deposit intangible acquired in connection with the merger with UFJ Holdings. The fair value of this core deposit intangible was calculated based on the present value of expected future cash flows in 2005. As a result of negative interest rate policy by the Bank of Japan, estimated future cost saving became negative due to the decrease of the spread between the interest rate of the core deposit funding and the decreased alternative interest rate of the market funding, and the estimated future cash flows were revised downwards. Accordingly, the MUFG Group reevaluated core deposit intangible and recognized impairment loss.

The estimated aggregate amortization expense for intangible assets for the next five fiscal years is as follows:

	<b>(in millions)</b>
Fiscal year ending March 31:	
2018	¥ 244,989
2019	206,682
2020	169,905
2021	128,611
2022	91,179

**7. INCOME TAXES*****Income before Income Tax Expense***

Income before income tax expense by jurisdiction for the fiscal years ended March 31, 2015, 2016 and 2017 was as follows:

	<b>2015</b>	<b>2016</b>	<b>2017</b>
		<b>(in millions)</b>	
Domestic income (loss)	¥ 1,545,510	¥ 735,128	¥ (413,499)
Foreign income	717,146	427,542	686,042
Total	¥ 2,262,656	¥ 1,162,670	¥ 272,543

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Income Tax Expense (Benefit)**

The detail of current and deferred income tax expense (benefit) for the fiscal years ended March 31, 2015, 2016 and 2017 was as follows:

	2015	2016 (in millions)	2017
<b>Current:</b>			
Domestic	¥ 300,905	¥ 293,337	¥ 176,415
Foreign	112,603	137,040	130,406
Total	413,508	430,377	306,821
<b>Deferred:</b>			
Domestic	240,293	(22,019)	(217,485)
Foreign	12,219	(38,926)	5,117
Total	252,512	(60,945)	(212,368)
Income tax expense	666,020	369,432	94,453
Income tax expense (benefit) reported in Accumulated OCI relating to:			
Investment securities	578,161	(162,535)	20,237
Debt valuation adjustments (Note 14)		1,793	(3,926)
Derivatives qualifying for cash flow hedges	591	1,226	(9,443)
Defined benefit plans	5,965	(67,877)	48,504
Foreign currency translation adjustments	95,335	(43,988)	(1,957)
Total	680,052	(271,381)	53,415
Total	¥ 1,346,072	¥ 98,051	¥ 147,868

The MUFG Group has changed to filing on a consolidated basis for corporate income taxes within Japan beginning with the fiscal year ended March 31, 2015. A consolidated basis for corporate income taxes results in the reporting of taxable income or loss based upon the combined profits or losses of the parent company and its wholly-owned domestic subsidiaries.

On March 31, 2015, the Japanese Diet enacted the 2015 Tax Reform which includes changes in the limitation on the use of net operating loss carryforwards from 80% to 65% of taxable income for the two-year period between April 1, 2015 and March 31, 2017, and from 65% to 50% for the fiscal years beginning on or after April 1, 2017, respectively, and one-year increase in the carryforward period of certain net operating loss carryforwards from nine-year period to

ten-year period for the fiscal years beginning on or after April 1, 2017, as well as reduction in the effective statutory rate of corporate income tax from approximately 35.6% to 33.9% for the fiscal year beginning on or after April 1, 2015. The change in tax law resulted in a decrease of ¥39,966 million in income tax expense for the fiscal year ended March 31, 2015.

On March 29, 2016, the Japanese Diet enacted the 2016 Tax Reform which reduces in the effective statutory rate of corporate income tax from approximately 33.9% to 31.5% for the fiscal year beginning on or after April 1, 2016. In addition, this 2016 Tax Reform partially amends the articles in the 2015 Tax Reform relating to the limitation on the use of net operating loss carryforwards and the carryforward period of certain net operating loss carryforwards in order to equalize the tax burden of companies. That is, changes in the limitation on the use of net operating loss carryforwards from 65% to 60% of taxable income for the period between April 1, 2016 and March 31, 2017, and from 50% to 55% for the period between April 1, 2017 and March 31,

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2018, respectively, and one-year decrease in the carryforward period of certain net operating loss carryforwards from ten-year period to nine-year period for the period between April 1, 2017 and March 31, 2018. The change in tax law resulted in a decrease of ¥50,081 million in income tax expense for the fiscal year ended March 31, 2016.

In June 2016, the Tokyo Metropolitan Government Bureau of Taxation promulgated revisions to the local tax law. The revision reduces the effective statutory rate of corporate income tax from approximately 31.5% as of March 31, 2016 to 30.6% for the fiscal year beginning on or after April 1, 2017. The revision resulted in a decrease of ¥26,820 million in income tax expense for the fiscal year ended March 31, 2017.

***Reconciliation of Effective Income Tax Rate***

Income taxes in Japan applicable to the MUFG Group are imposed by the national, prefectural and municipal governments, and in the aggregate resulted in a normal effective statutory rate of approximately 35.6%, 33.9%, and 31.5% for the fiscal years ended March 31, 2015, 2016 and 2017, respectively. Foreign subsidiaries are subject to income taxes of the countries in which they operate.

A reconciliation of the effective income tax rates reflected in the accompanying consolidated statements of income to the combined normal effective statutory tax rates for the fiscal years ended March 31, 2015, 2016 and 2017 is as follows:

	<b>2015</b>	<b>2016</b>	<b>2017</b>
Combined normal effective statutory tax rate	35.6%	33.9%	31.5%
Nondeductible expenses	0.1	0.3	2.0
Impairment of goodwill		9.7	0.8
Foreign tax credit and payments	(1.0)	(1.9)	(9.6)
Lower tax rates applicable to income of subsidiaries	(0.1)	(0.2)	(0.2)
Change in valuation allowance	(1.3)	(4.0)	25.4
Nontaxable dividends received	(1.6)	(1.9)	(12.5)
Undistributed earnings of subsidiaries	0.1	0.7	3.5
Tax and interest expense for uncertainty in income taxes	(0.2)	0.0	(0.6)
Noncontrolling interest income (loss)		(0.1)	5.4
Effect of changes in tax laws	(1.7)	(4.3)	(9.8)
Other net	(0.5)	(0.4)	(1.2)
<b>Effective income tax rate</b>	<b>29.4%</b>	<b>31.8%</b>	<b>34.7%</b>

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Deferred Tax Assets and Liabilities***

Deferred tax assets and liabilities are computed for each tax jurisdiction using currently enacted tax rates applicable to periods when the temporary differences are expected to reverse. The tax effects of the items comprising the MUFG Group's net deferred tax assets at March 31, 2016 and 2017 were as follows:

	<b>2016</b>	<b>2017</b>
	<b>(in millions)</b>	
Deferred tax assets:		
Allowance for credit losses	¥ 497,419	¥ 515,553
Operating loss carryforwards	150,922	156,040
Loans	11,240	13,345
Accrued liabilities and other	173,405	174,945
Premises and equipment, including sale-and-leaseback transactions	86,773	86,681
Derivative financial instruments		96,048
Defined benefit plans	57,398	
Valuation allowance	(208,282)	(268,490)
<b>Total deferred tax assets</b>	<b>768,875</b>	<b>774,122</b>
Deferred tax liabilities:		
Investment securities (including trading account assets at fair value under fair value option)	1,000,966	869,931
Intangible assets	86,672	66,692
Lease transactions	82,816	94,255
Derivative financial instruments	17,466	
Defined benefit plans		8,483
Other	70,860	72,039
<b>Total deferred tax liabilities</b>	<b>1,258,780</b>	<b>1,111,400</b>
<b>Net deferred tax assets (liabilities)</b>	<b>¥ (489,905)</b>	<b>¥ (337,278)</b>

The valuation allowance was provided primarily against deferred tax assets recorded at MUFG and its subsidiaries with operating loss carryforwards. The valuation allowance is determined to reduce the measurement of deferred tax assets not expected to be realized. Management considers all available evidence, both positive and negative, to determine whether the valuation allowance is necessary based on the weight of that evidence. Management determines the amount of the valuation allowance based on future reversals of existing taxable temporary differences and future taxable income exclusive of reversing temporary differences. Future taxable income is developed from forecasted operating results, based on recent historical trends and approved business plans, the eligible carryforward periods and

other relevant factors.

For certain subsidiaries where strong negative evidence exists, such as the existence of significant amounts of operating loss carryforwards, cumulative losses and the expiration of unused operating loss carryforwards in recent years, a valuation allowance was recognized against the deferred tax assets as of March 31, 2016 and 2017 to the extent that it is more likely than not that they will not be realized.

For the fiscal year ended March 31, 2016, the MUFG Group recorded a valuation allowance release of ¥65,728 million which was mainly due to the profitability improvement of a certain subsidiary. Management considered various factors, including the improved operating performance and cumulative operating results over the prior several years of the subsidiary as well as the outlook regarding prospective operating performance of the subsidiary, and determined that sufficient positive evidence exists as of March 31, 2016, to conclude that it is more likely than not that additional deferred tax assets would be realizable. As a result, a valuation allowance provided against deferred tax assets with operating loss carryforwards not expected to be realized as of March 31, 2015 was partially reduced as of March 31, 2016.

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For the fiscal year ended March 31, 2017, the MUFG Group recorded an additional valuation allowance of ¥60,208 million. This was mainly due to a decline in estimated future taxable income of a certain subsidiary resulting from the downturn in the consumer finance business. Management considered various factors, including the existence of significant amounts of operating loss carryforwards and cumulative operating results over the prior several years of the subsidiary as well as the outlook regarding prospective operating performance of the subsidiary, and determined that sufficient negative evidence exists as of March 31, 2017, to conclude that it is more likely than not that deferred tax assets would not be realizable.

Income taxes are not provided on undistributed earnings of certain foreign subsidiaries that are considered to be indefinitely reinvested in the operations of such subsidiaries. At March 31, 2016 and 2017, the undistributed earnings of such foreign subsidiaries amounted to approximately ¥29,250 million and ¥28,338 million, respectively. Determination of the amount of unrecognized deferred tax liabilities with respect to these undistributed earnings is not practicable because of the complexity associated with its hypothetical calculation including foreign withholding taxes and foreign tax credits. MUFG has neither plans nor the intention to dispose of investments in such foreign subsidiaries and, accordingly, does not expect to record capital gains or losses, or otherwise monetize the undistributed earnings of such foreign subsidiaries.

Furthermore, under the Japanese tax law, 95% of a dividend received from a foreign company in which a domestic company has held generally at least 25% of the outstanding shares for a continuous period of six months or more ending on the date on which the dividend is declared can be excluded from the domestic company's taxable income. Therefore, if undistributed earnings of certain foreign subsidiaries are repatriated through dividends, only 5% of the amount of dividends will be included in the taxable income.

***Operating Loss and Tax Credit Carryforwards***

At March 31, 2017, the MUFG Group had operating loss carryforwards for corporate tax of ¥516,139 million and tax credit carryforwards of ¥18,679 million for tax purposes. Such carryforwards, if not utilized, are scheduled to expire as follows:

	<b>Operating loss carryforwards</b>	<b>Tax credit carryforwards</b>
	<b>(in millions)</b>	
<b>Fiscal year ending March 31:</b>		
2018	¥ 23,720	¥ 1,254
2019	2,827	264
2020	35,315	99
2021	11,907	126
2022	23,508	117
2023	65,688	117

2024 and thereafter	332,517		14,629
No definite expiration date	20,657		2,073
Total	¥516,139	¥	18,679

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The following is a roll-forward of the MUFG Group's unrecognized tax benefits for the fiscal years ended March 31, 2015, 2016 and 2017:

	2015	2016	2017
	(in millions)		
Balance at beginning of fiscal year	¥ 13,993	¥ 10,940	¥ 9,950
Gross amount of increases for current year's tax positions	606	1,095	888
Gross amount of increases for prior years' tax positions	3,361	162	1,014
Gross amount of decreases for prior years' tax positions	(6,561)		(95)
Net amount of changes relating to settlements with tax authorities	(809)	(1,299)	(39)
Decreases due to lapse of applicable statutes of limitations	(1,452)	(296)	(3,437)
Foreign exchange translation and others	1,802	(652)	(430)
Balance at end of fiscal year	¥ 10,940	¥ 9,950	¥ 7,851

The total amounts of unrecognized tax benefits for the years ended March 31, 2015, 2016 and 2017 that, if recognized, would affect the effective tax rate are ¥1,485 million, ¥1,065 million and ¥1,443 million, respectively. The remainder of the uncertain tax positions have offsetting amounts in other jurisdictions or are temporary differences.

The MUFG Group classifies interest and penalties, if applicable, related to income taxes as Income tax expense. Accrued interest and penalties (not included in the unrecognized tax benefits above) are a component of Other liabilities. The following is a roll-forward of the interest and penalties recognized in the accompanying consolidated financial statements for the fiscal years ended March 31, 2015, 2016 and 2017:

	2015	2016	2017
	(in millions)		
Balance at beginning of fiscal year	¥ 5,946	¥ 4,876	¥ 4,727
Total interest and penalties in the consolidated statements of income	(1,468)	201	(591)
Total cash settlements, foreign exchange translation and others	398	(350)	(82)
Balance at end of fiscal year	¥ 4,876	¥ 4,727	¥ 4,054

The MUFG Group is subject to ongoing tax examinations by the tax authorities of the various jurisdictions in which it operates. The following are the major tax jurisdictions in which the MUFG Group operates and the status of years under audit or open to examination:

<b>Jurisdiction</b>	<b>Tax years</b>
Japan	2016 and forward
United States Federal	2010 and forward
United States California	2011 and forward
Thailand	2010 and forward

The MUFG Group is currently under continuous examinations by the tax authorities in various domestic and foreign jurisdictions and many of these examinations are resolved every year. The unrecognized tax benefits will decrease since resolved items will be removed from the balance regardless of whether their resolution results in payment or recognition. It is reasonably possible that the unrecognized tax benefits will decrease by an amount not exceeding ¥1 billion during the next twelve months.

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**8. PLEDGED ASSETS AND COLLATERAL***Pledged Assets*

At March 31, 2017, assets mortgaged, pledged, or otherwise subject to lien were as follows:

	<b>2017</b> <b>(in millions)</b>
Trading account securities	¥ 7,280,564
Investment securities	14,772,384
Loans	11,583,470
Other	60,550
<b>Total</b>	<b>¥ 33,696,968</b>

The above pledged assets were classified by type of liabilities to which they related as follows:

	<b>2017</b> <b>(in millions)</b>
Deposits	¥ 434,588
Payables under repurchase agreements and securities lending transactions	16,291,737
Other short-term borrowings and long-term debt	16,947,904
Other	22,739
<b>Total</b>	<b>¥ 33,696,968</b>

At March 31, 2017, certain investment securities, principally Japanese national government and Japanese government agency bonds, loans, and other assets aggregating to ¥14,656,766 million were pledged as collateral for acting as a collection agent of public funds, for settlement of exchange at the Bank of Japan and the Tokyo Bankers Association, for derivative transactions and for certain other purposes.

The MUFG Group engages in on-balance sheet securitizations. These securitizations of mortgage and apartment loans, which do not qualify for sales treatment, are accounted for as secured borrowings. The amount of loans in the table above represents the carrying amount of these transactions with the carrying amount of the associated liabilities included in Other short-term borrowings and Long-term debt.

Under Japanese law, Japanese banks are required to maintain certain reserves on deposit with the Bank of Japan based on the amount of deposit balances and certain other factors. There are similar reserve deposit requirements for foreign offices and subsidiaries engaged in banking businesses in foreign countries. At March 31, 2016 and 2017 the reserve

funds required to be maintained by the MUFG Group, which are included in Cash and due from banks and Interest-earning deposits in other banks, were ¥2,958,326 million and ¥2,765,966 million, respectively.

***Collateral***

The MUFG Group accepts and provides financial assets as collateral for transactions, principally commercial loans, repurchase agreements and securities lending transactions, call money, and derivatives. Financial assets eligible for such collateral include, among others, marketable equity securities, trade and notes receivable and CDs.

Secured parties, including creditors and counterparties to certain transactions with the MUFG Group, may sell or repledge financial assets provided as collateral. Certain contracts, however, may not be specific about the secured party's right to sell or repledge collateral under the applicable statutes and, therefore, whether or not the

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secured party is permitted to sell or repledge collateral would differ depending on the interpretations of specific provisions of the existing statutes, contract or certain market practices. If the MUFG Group determines, based on available information, that a financial asset provided as collateral might not be sold or repledged by the secured parties, such collateral is not separately reported in the accompanying consolidated balance sheets. If a secured party is permitted to sell or repledge financial assets provided as collateral by contract or custom under the existing statutes, the MUFG Group reports such pledged financial assets separately on the face of the accompanying consolidated balance sheets. At March 31, 2017, the MUFG Group pledged ¥29,545 billion of assets that may not be sold or repledged by the secured parties.

Certain banking subsidiaries accept collateral for commercial loans and certain banking transactions under a standardized agreement with customers, which provides that these banking subsidiaries may require the customers to provide collateral or guarantees with respect to the loans and other banking transactions. Financial assets pledged as collateral are generally negotiable and transferable instruments, and such negotiability and transferability are authorized by applicable legislation. In principle, Japanese legislation permits these banking subsidiaries to repledge financial assets accepted as collateral unless otherwise prohibited by contract or relevant statutes. Nevertheless, the MUFG Group did not sell or repledge nor does it plan to sell or repledge such collateral accepted in connection with commercial loans before a debtor's default or other credit events specified in the agreements as it is not customary within the banking industry in Japan to dispose of collateral before a debtor's default and other specified credit events. Derivative agreements commonly used in the marketplace do not prohibit a secured party's disposition of financial assets received as collateral, and in resale agreements and securities borrowing transactions, securities accepted as collateral may be sold or repledged by the secured parties. At March 31, 2016 and 2017, the fair value of the collateral accepted by the MUFG Group that is permitted to be sold or repledged was ¥19,366 billion and ¥26,850 billion, respectively, of which ¥13,959 billion and ¥18,420 billion, respectively, was sold or repledged.

At March 31, 2016 and 2017, the cash collateral pledged for derivative transactions, which is included in Other assets, was ¥1,510,689 million and ¥1,663,945 million, respectively, and the cash collateral received for derivative transactions, which is included in Other liabilities, was ¥1,265,041 million and ¥1,080,929 million, respectively.

**9. DEPOSITS**

The balances of time deposits, including CDs, issued in amounts of ¥10 million (approximately U.S.\$90 thousand at the Federal Reserve Bank of New York's noon buying rate on March 31, 2017) or more with respect to domestic deposits and issued in amounts of U.S.\$100,000 or more with respect to foreign deposits were ¥29,005,124 million and ¥23,867,036 million, respectively, at March 31, 2016, and ¥27,891,132 million and ¥22,944,072 million, respectively, at March 31, 2017.

The maturity information at March 31, 2017 for domestic and foreign time deposits, including CDs, is summarized as follows:

	<b>Domestic</b>	<b>Foreign</b>
	<b>(in millions)</b>	
Due in one year or less	¥ 35,177,306	¥ 22,778,522
Due after one year through two years	5,393,185	509,304
Due after two years through three years	2,901,566	278,477
Due after three years through four years	925,646	146,359
Due after four years through five years	694,803	56,127
Due after five years	846,850	25,525
<b>Total</b>	<b>¥ 45,939,356</b>	<b>¥ 23,794,314</b>

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A summary of funds transactions for the fiscal years ended March 31, 2016 and 2017 is as follows:

	<b>2016</b>	<b>2017</b>
	<b>(in millions, except percentages and days)</b>	
Outstanding at end of fiscal year:		
Amount	¥ 1,388,589	¥ 1,974,977
Principal range of maturities	1 day to 30 days	1 day to 30 days
Weighted average interest rate	0.34%	0.20%

**11. DUE TO TRUST ACCOUNT**

MUTB holds assets on behalf of its customers in an agent, fiduciary or trust capacity. Such trust account assets are not the MUFG Group's proprietary assets and are managed and accounted for separately.

However, excess cash funds of individual trust accounts are often placed with MUTB which manages the funds together with its own funds in its proprietary account. Due to trust account reflects a temporary placement of the excess funds from individual trust accounts and, in view of the MUFG Group's funding, due to trust account is similar to short-term funding, including demand deposits and other overnight funds purchased. The balance changes in response to the day-to-day changes in the excess funds placed by the trust accounts. A summary of due to trust account transactions at March 31, 2016 and 2017 is as follows:

	<b>2016</b>	<b>2017</b>
	<b>(in millions, except percentages)</b>	
Amount outstanding at end of fiscal year	¥ 6,338,154	¥ 3,335,155
Weighted average interest rate on outstanding balance at end of fiscal year	0.02%	0.00%

**12. SHORT-TERM BORROWINGS AND LONG-TERM DEBT**

At March 31, 2016 and 2017, the MUFG Group had unused lines of credit for short-term financing amounting to ¥6,711,520 million and ¥3,234,066 million, respectively. The amounts principally consist of non-interest-bearing collateralized intraday overdraft lines and collateralized overnight loans on bills at the official discount rate granted by the Bank of Japan, which are used to cover shortages in the Bank of Japan account and to meet liquidity needs. The MUFG Group may borrow from the Bank of Japan on demand up to the total amount of collateral eligible for credit extension.



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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
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Other short-term borrowings at March 31, 2016 and 2017 were comprised of the following:

	<b>2016</b>	<b>2017</b>
	<b>(in millions, except percentages)</b>	
<b>Domestic offices:</b>		
Commercial paper	¥ 1,177,972	¥ 1,080,838
Borrowings from the Bank of Japan	2,662,968	1,499,653
Borrowings from other financial institutions	256,567	262,985
Other	42,011	46,518
<b>Total domestic offices</b>	<b>4,139,518</b>	<b>2,889,994</b>
<b>Foreign offices:</b>		
Commercial paper	4,906,571	4,675,653
Borrowings from other financial institutions	78,849	216,596
Short-term debentures	42,608	5,654
Other	190,474	182,549
<b>Total foreign offices</b>	<b>5,218,502</b>	<b>5,080,452</b>
<b>Total</b>	<b>9,358,020</b>	<b>7,970,446</b>
Less unamortized discount	292	925
<b>Other short-term borrowings net</b>	<b>¥ 9,357,728</b>	<b>¥ 7,969,521</b>
<b>Weighted average interest rate on outstanding balance at end of fiscal year</b>	<b>0.36%</b>	<b>0.66%</b>

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Long-term debt (with original maturities of more than one year) at March 31, 2016 and 2017 was comprised of the following:

	2016	2017
	(in millions)	
<b>MUFG:</b>		
Obligations under capital leases	¥ 35	¥ 15
<b>Unsubordinated debt<sup>(1)</sup>:</b>		
Fixed rate bonds, payable in US dollars, due 2021-2027, principally 2.19%-3.85%	516,624	1,265,620
Fixed rate bonds, payable in Euro, due 2021, principally 0.40%		23,958
Floating rate bonds, payable in US dollars, due 2021-2022, principally 1.97%-2.93%	43,833	268,725
<b>Total</b>	<b>560,457</b>	<b>1,558,303</b>
<b>Subordinated debt<sup>(1)</sup>:</b>		
Fixed rate bonds, payable in Japanese yen, due 2024-2030, principally 0.30%-1.39%	107,800	412,783
Adjustable rate bonds, payable in Japanese yen, due 2024-2027, principally 0.35%-0.66%	324,804	426,838
Adjustable rate bonds, payable in Japanese yen, no stated maturity, principally 1.14%-4.42%	801,377	1,229,282
Adjustable rate borrowings, payable in Japanese yen, due 2025, principally 0.50%	16,000	16,000
Adjustable rate borrowings, payable in Japanese yen, no stated maturity, principally 3.42%-4.78%	1,500	1,500
Adjustable rate borrowings, payable in US dollars, no stated maturity, principally 6.25%	563	
Adjustable rate borrowings, payable in Euro, no stated maturity, principally 4.75%-5.17%	1,277	
Adjustable rate borrowings, payable in other currencies excluding Japanese yen, US dollars, Euro, no stated maturity, principally 6.20% <sup>(2)</sup>	486	
Floating rate bonds, payable in Japanese yen, no stated maturity, principally 3.02%	3,500	3,500
Floating rate borrowings, payable in Japanese yen, due 2025-2026, principally 0.58%-0.79%	22,000	53,000
Floating rate borrowings, payable in Euro, no stated maturity, principally 1.73%		599
		420

Floating rate borrowings, payable in other currencies excluding Japanese yen, US dollars, Euro, no stated maturity, principally 2.49%<sup>(2)</sup>

Total	1,279,307	2,143,922
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Total	1,839,799	3,702,240
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**BTMU:**

Obligations under capital leases	¥ 6,904	¥ 7,310
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Obligation under sale-and-leaseback transactions	44,153	43,032
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Unsubordinated debt<sup>(1)</sup>:

Fixed rate bonds, payable in Japanese yen, due 2017-2027, principally 0.15%-2.69%	735,400	472,300
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Fixed rate bonds, payable in US dollars, due 2017-2047, principally 0.00%-4.70%	1,976,006	1,761,868
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Fixed rate bonds, payable in Euro, due 2022-2036, principally 0.88%-2.00%	95,352	92,708
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Fixed rate bonds, payable in other currencies excluding Japanese yen, US dollars, Euro, due 2017-2047, principally 0.00%-4.05% <sup>(2)</sup>	21,612	23,550
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Fixed rate borrowings, payable in Japanese yen, due 2017-2028, principally 0.00%-0.25%	5,021,001	10,064,790
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Fixed rate borrowings, payable in US dollars, due 2018, principally 7.49%	208	124
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Fixed rate borrowings, payable in Euro, due 2026, principally 0.00%	73,562	479
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Adjustable rate bonds, payable in US dollars, due 2030, principally 3.00%	1,127	1,122
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Floating rate bonds, payable in US dollars, due 2017-2018, principally 1.42%-2.14%	337,916	145,847
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Floating rate bonds, payable in other currencies excluding Japanese yen, US dollars, due 2017, principally 2.90% <sup>(2)</sup>	55,629	55,796
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Floating rate borrowings, payable in US dollars, due 2017-2031, principally 1.18%-1.88%	895,768	1,075,494
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Floating rate borrowings, payable in Euro, due 2021-2022, principally 0.00%-0.06%	14,113	20,885
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Total	9,227,694	13,714,963
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Subordinated debt<sup>(1)</sup>:

Fixed rate bonds, payable in Japanese yen, due 2017-2031, principally 0.93%-2.91%	1,064,330	706,677
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Fixed rate borrowings, payable in Japanese yen, due 2022-2035, principally 0.39%-2.24%	230,400	230,400
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Adjustable rate borrowings, payable in Japanese yen, due 2017-2028, principally 0.11%-2.86%	156,300	129,000
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Adjustable rate borrowings, payable in Japanese yen, no stated maturity, principally 1.81%-4.78%	656,000	651,000
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Adjustable rate borrowings, payable in US dollars, no stated maturity, principally 6.25%	264,798	
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Adjustable rate borrowings, payable in Euro, no stated maturity, principally 1.73%	167,925	2,995
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Adjustable rate borrowings, payable in other currencies excluding Japanese yen, US dollars, Euro, no stated maturity, principally 2.49% <sup>(2)</sup>	91,485	2,101
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Floating rate borrowings, payable in Japanese yen, due 2027, principally 0.21%	18,800	15,000
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Total	2,650,038	1,737,173
Obligations under loan securitization transaction accounted for as secured borrowings due 2017-2076, principally 0.17%-5.90%	713,277	605,709
Payable under repurchase agreements due 2017-2021, principally 1.14%-1.78%	1,434,521	1,611,916
Total	14,076,587	17,720,103

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	2016	2017
	(in millions)	
Other subsidiaries:		
Obligations under capital leases	¥ 8,167	¥ 9,348
Unsubordinated debt <sup>(1)</sup> :		
Fixed rate borrowings, bonds and notes, payable in Japanese yen, due 2017-2041, principally 0.00%-4.50%	2,153,615	2,688,264
Fixed rate borrowings, bonds and notes, payable in US dollars, due 2017-2037, principally 0.00%-13.05%	1,145,182	952,937
Fixed rate bonds and notes, payable in Euro, due 2020, principally 1.23%-1.28%	1,161	1,079
Fixed rate bonds and notes, payable in Thai baht, due 2017-2023, principally 0.01%-9.30%	165,711	308,804
Fixed rate borrowings, bonds and notes, payable in other currencies excluding Japanese yen,		
US dollars, Euro, Thai baht, due 2017-2037, principally 0.50%-18.76% <sup>(2)</sup>	127,803	166,346
Floating/Adjustable rate borrowings, bonds and notes, payable in Japanese yen, due 2017-2047, principally 0.00%-14.50%	1,389,154	1,269,910
Floating rate borrowings, bonds and notes, payable in US dollars, due 2017-2038, principally 0.00%-25.00%	277,514	217,469
Floating rate bonds and notes, payable in Euro, due 2018, principally 1.00%	557	266
Floating rate borrowings, bonds and notes, payable in other currencies excluding Japanese yen,		
US dollars, Euro, due 2017-2019, principally 1.38%-2.05% <sup>(2)</sup>	2,542	2,761
<b>Total</b>	<b>5,263,239</b>	<b>5,607,836</b>
Subordinated debt <sup>(1)</sup> :		
Fixed rate borrowings, bonds and notes, payable in Japanese yen, due 2017-2030, principally 0.65%-2.98%	409,070	378,548
Fixed rate bonds and notes, payable in US dollars, due 2019-2022, principally 7.00%-10.85%	84,737	1,710
Fixed rate bonds and notes, payable in Thai baht, due 2017-2027, principally 3.50%-4.70%	49,578	80,560
Fixed rate borrowings, bonds and notes, payable in other currencies excluding Japanese yen, US dollars, Thai baht, due 2021, principally 0.00% <sup>(2)</sup>		6,847
Adjustable rate borrowings, bonds and notes, payable in Japanese yen, no stated maturity, principally 3.50%	104,500	104,500
Floating rate borrowings, bonds and notes, payable in Japanese yen, due 2017-2021, principally 0.47%-0.71%	131,673	112,985
Floating rate borrowings, bonds and notes, payable in US dollars, due 2019-2036, principally 2.66%-9.00%	4,703	5,393

Total	784,261	690,543
Obligations under loan securitization transaction accounted for as secured borrowings due 2018-2020, principally 0.23%-2.32%	24	26,831
Total	6,055,691	6,334,558
Total	21,972,077	27,756,901
Debt issuance cost	¥ (12,941)	¥ (13,458)
<b>Total</b>	<b>¥ 21,959,136</b>	<b>¥ 27,743,443</b>

## Notes:

- (1) Adjustable rate debts are debts where interest rates are reset in accordance with the terms of the debt agreements, and floating rate debts are debts where interest rates are repriced in accordance with movements of markets indices.
- (2) Minor currencies, such as Australian dollars, British pounds, Indonesian rupiah, Brazilian real, Russian ruble, etc, have been summarized into the other currencies classification.

The MUFG Group uses derivative financial instruments to manage its interest rate and currency exposures for certain debts. The derivative financial instruments include swaps, forwards, options and other types of derivatives. As a result of these derivative instruments, the effective rates reflected in the table above may differ from the coupon rates. The interest rates for the adjustable and floating rate debt shown in the above table are those in effect at March 31, 2016 and 2017.

Certain debt agreements permit the MUFG Group to redeem the related debt, in whole or in part, prior to maturity at the option of the issuer on terms specified in the respective agreements.



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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following is a summary of maturities of long-term debt subsequent to March 31, 2017:

	MUFG	BTMU	Other subsidiaries (in millions)	Total
Fiscal year ending March 31:				
2018	¥ 5	¥ 1,809,350	¥ 816,427	¥ 2,625,782
2019	3	1,987,292	1,214,651	3,201,946
2020	2	1,802,383	1,394,247	3,196,632
2021	474,984	8,746,262	1,146,114	10,367,360
2022	468,295	571,335	322,403	1,362,033
2023 and thereafter	2,758,951	2,803,481	1,440,716	7,003,148
Total	¥ 3,702,240	¥ 17,720,103	¥ 6,334,558	¥ 27,756,901

***New Issuances of Bonds for Basel III***

For the fiscal year ended March 31, 2017, the MUFG Group issued to institutional investors in Japan ¥400,000 million aggregate principal amount of unsecured perpetual subordinated Additional Tier 1 notes. These notes are subject to the MUFG Group's discretion to cease interest payments and a write-down of the principal upon the occurrence of certain events, including when the MUFG Group's Common Equity Tier 1 ratio declines below 5.125%, when the MUFG Group is deemed to be at risk of becoming non-viable or when the MUFG Group becomes subject to bankruptcy proceedings.

For the fiscal year ended March 31, 2017, the MUFG Group issued \$8,500 million of the bonds with an intent to count towards Total Loss-Absorbing Capacity ( TLAC ) to global institutional investors to meet the TLAC requirement under the standards issued by the Financial Stability Board ( FSB ). Under the FSB's TLAC standard, the MUFG Group is required to hold TLAC debt in an amount not less than 16% of the risk weighted assets and six percent of the applicable Basel III leverage ratio denominator by January 1, 2019.

**13. SEVERANCE INDEMNITIES AND PENSION PLANS*****Defined Benefit Pension Plans***

The MUFG Group has funded non-contributory defined benefit pension plans, which cover substantially all of its employees and mainly provide for lifetime annuity payments commencing at age 65 ( pension benefits ) based on eligible compensation at the time of severance, rank, years of service and other factors.

BTMU and certain domestic subsidiaries, MUTB, MUSHD, Mitsubishi UFJ NICOS and some subsidiaries of MUFG have non-contributory Corporate Defined Benefit Pension plans which provide benefits to all their domestic employees.

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The MUFG Group also offers qualified and nonqualified defined benefit pension plans in foreign offices and subsidiaries for their employees. The qualified plans are non-contributory defined pension plans, which provide benefits upon retirement based on years of service and average compensation and cover substantially all of the employees of such foreign offices and subsidiaries. With respect to the offices and subsidiaries in the United States of America, the qualified plans are funded on a current basis in compliance with the requirement of the Employee Retirement Income Security Act of the United States of America. The nonqualified plans are non-contributory defined benefit pension plans, under which certain employees earn pay and interest credits on compensation amounts above the maximum stipulated by applicable laws under the qualified plans.

***Severance Indemnities Plans***

The MUFG Group has SIPs under which their employees in Japan, other than those who are directors, are entitled, under most circumstances, upon mandatory retirement at normal retirement age or earlier termination of employment, to lump-sum severance indemnities based on eligible compensation at the time of severance, rank, years of service and other factors. Under SIPs, benefit payments in the form of a lump-sum cash payment with no option to receive annuity payments, upon mandatory retirement at normal retirement age or earlier termination of employment, are provided. When a benefit is paid in a single payment to a benefit payee under the plans, the payment represents final relief of the obligation.

***Other Postretirement Plans***

The MUFG Group's foreign offices and subsidiaries, primarily in the United States of America, provide their employees with certain postretirement medical and life insurance benefits ( other benefits ).

Net periodic cost of pension benefits and other benefits for the fiscal years ended March 31, 2015, 2016 and 2017 include the following components:

	Domestic subsidiaries			Foreign offices and subsidiaries					
	2015	2016	2017	2015	2016		2017		
	Pension benefits and SIP	Pension benefits and SIP	Pension benefits and SIP	Pension benefits	Other benefits	Pension benefits	Other benefits	Pension benefits	Other benefits
Service cost benefits earned during the fiscal year	¥ 37,540	¥ 47,739	¥ 49,057	¥ 13,095	¥ 1,222	¥ 14,842	¥ 1,409	¥ 13,107	¥ 990
Interest cost on projected benefit	19,794	16,529	12,308	15,966	1,501	18,120	1,843	15,287	1,229

(in millions)

obligation									
Expected									
return on plan									
assets	(55,082)	(59,461)	(60,255)	(24,945)	(1,937)	(30,486)	(2,341)	(29,339)	(2,047)
Amortization									
of net									
actuarial loss	13,900	7,698	17,764	11,890	273	11,743	1,810	12,707	1,366
Amortization									
of prior									
service cost	(8,933)	(7,613)	(6,348)	(1,189)	(560)	(2,307)	(927)	(2,045)	(1,534)
Loss (gain)									
on settlements									
and									
curtailment	(2,742)	(1,168)	(1,765)	88		11		(208)	
Net periodic									
benefit cost	¥ 4,477	¥ 3,724	¥ 10,761	¥ 14,905	¥ 499	¥ 11,923	¥ 1,794	¥ 9,509	¥ 4

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table summarizes the assumptions used in computing the present value of the projected benefit obligations and the net periodic benefit cost:

	Domestic subsidiaries			Foreign offices and subsidiaries					
	2015	2016	2017	2015	2016	2017	2015	2016	2017
	Pension benefits and SIP	Pension benefits and SIP	Pension benefits and SIP	Pension benefits	Other benefits	Pension benefits	Other benefits	Pension benefits	Other benefits
Weighted-average assumptions used:									
Discount rates in determining expense	1.23%	0.93%	0.68%	4.87%	4.63%	3.87%	3.83%	3.90%	3.03%
Discount rates in determining benefit obligation	0.93	0.68	0.82	3.87	3.83	4.17	4.09	3.81	3.86
Rates of increase in future compensation level for determining expense	3.36	3.23	3.23	4.64		4.65		4.65	
Rates of increase in future compensation level for determining benefit obligation	3.23	3.23	3.23	4.65		4.65		4.65	
Expected rates of return on plan assets	2.76	2.60	2.75	7.06	7.50	6.81	7.50	6.80	7.50

The following tables present the assumed health care cost trend rates for foreign offices and subsidiaries, which are used to measure the expected cost of benefits for the next year, and the effect of a one-percentage-point change in the assumed health care cost trend rate:

	MUAH		Other than MUAH	
	2016 <sup>(1)</sup>	2017 <sup>(1)</sup>	2016 <sup>(1)</sup>	2017 <sup>(1)</sup>
Initial trend rate	6.29%	4.64%	7.50%	7.50%
Ultimate trend rate	4.50%	3.96%	5.00%	4.50%
Year the rate reaches the ultimate trend rate	2026	2026	2021	2026

MUAH

Other than MUAH

	<b>One-percentage- point increase</b>	<b>One-percentage- point decrease</b>	<b>One-percentage- point increase</b>	<b>One-percentage- point decrease</b>
	<b>(in millions)</b>			
Effect on total of service and interest cost components	¥ 233	¥ (233)	¥ 126	¥ (93)
Effect on postretirement benefit obligation	3,844	(3,262)	840	(662)

Note:

- (1) Fiscal years of MUAH and foreign subsidiaries end on December 31. Therefore, the above tables present the rates and amounts at December 31, 2015 and 2016, respectively.

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table sets forth the combined funded status and amounts recognized in the accompanying consolidated balance sheets at March 31, 2016 and 2017:

	Domestic subsidiaries		Foreign offices and subsidiaries			
	2016	2017	2016		2017	
	Non-contributory pension benefits and SIP	Non-contributory pension benefits and SIP	Pension benefits (in millions)	Other benefits	Pension benefits	Other benefits
<b>Change in benefit obligation:</b>						
Benefit obligation at beginning of fiscal year	¥ 1,822,223	¥ 1,850,847	¥ 480,235	¥ 44,591	¥ 470,578	¥ 46,061
Service cost	47,739	49,057	14,842	1,409	13,107	990
Interest cost	16,529	12,308	18,120	1,843	15,287	1,229
Plan participants contributions			16	886	13	866
Acquisitions/ Divestitures	(573)	(192)				
Amendments	3,436	654			(8,311)	(8,562)
Actuarial loss (gain)	44,325	(35,868)	(16,373)	636	26,295	(489)
Benefits paid	(66,926)	(67,038)	(16,010)	(2,972)	(16,359)	(3,182)
Lump-sum payment	(15,906)	(15,920)	(608)		(724)	
Translation adjustments and other			(9,644)	(332)	(21,423)	(1,691)
Benefit obligation at end of fiscal year	1,850,847	1,793,848	470,578	46,061	478,463	35,222
<b>Change in plan assets:</b>						
Fair value of plan assets at beginning of fiscal year	2,305,093	2,200,033	451,993	31,090	457,989	30,653
Actual return (loss) on plan assets	(90,572)	159,287	4,156	(303)	35,040	1,902
Employer contributions	52,610	54,000	26,444	1,935	21,648	1,099
Acquisitions/ Divestitures	(172)	28				
Plan participants contributions			16	886	13	866
Benefits paid	(66,926)	(67,038)	(16,010)	(2,972)	(16,359)	(3,182)
Translation adjustments and other			(8,610)	17	(20,852)	(999)
Fair value of plan assets at end of fiscal year	2,200,033	2,346,310	457,989	30,653	477,479	30,339

**Amounts recognized in the consolidated balance sheets:**

Prepaid benefit cost	¥ 365,427	¥ 569,218	¥ 31,574	¥ 43,405	¥
Accrued benefit cost	(16,241)	(16,756)	(44,163)	(15,408)	(44,389) (4,883)
Net amount recognized	¥ 349,186	¥ 552,462	¥ (12,589)	¥ (15,408)	¥ (984) ¥ (4,883)

The aggregated accumulated benefit obligations of these plans at March 31, 2016 and 2017 were as follows:

	<b>Domestic subsidiaries</b>		<b>Foreign offices and subsidiaries</b>	
	<b>2016</b>	<b>2017</b>	<b>2016</b>	<b>2017</b>
	<b>(in millions)</b>			
Aggregated accumulated benefit obligations	¥ 1,814,070	¥ 1,758,736	¥ 443,384	¥ 457,591

The projected benefit obligations, accumulated benefit obligations and fair value of plan assets for the plans with accumulated benefit obligations in excess of plan assets at March 31, 2016 and 2017 were as follows:

	<b>Domestic subsidiaries</b>		<b>Foreign offices and subsidiaries</b>	
	<b>2016</b>	<b>2017</b>	<b>2016</b>	<b>2017</b>
	<b>(in millions)</b>			
Projected benefit obligations	¥ 26,273	¥ 21,625	¥ 78,640	¥ 90,315
Accumulated benefit obligations	26,273	21,625	68,277	80,258
Fair value of plan assets	10,417	4,988	34,679	45,925



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BTMU, MUTB, MUSHD, Mitsubishi UFJ NICOS and other subsidiaries paid special lump-sum termination benefits which are not a part of pension plans to certain early-terminated employees. The amounts charged to operations for such early termination benefits for the fiscal years ended March 31, 2015, 2016 and 2017 were ¥9,285 million, ¥7,428 million and ¥7,722 million, respectively.

The following table presents the amounts recognized in Accumulated OCI of the MUFG Group at March 31, 2016 and 2017:

	Domestic subsidiaries		Foreign offices and subsidiaries			
	2016	2017	2016		2017	
	Pension benefits and SIP	Pension benefits and SIP	Pension benefits	Other benefits	Pension benefits	Other benefits
	(in millions)					
Net actuarial loss	¥ 422,065	¥ 271,164	¥ 139,301	¥ 13,380	¥ 143,070	¥ 11,229
Prior service cost	(14,765)	(7,763)	(15,727)	(2,018)	(21,710)	(9,370)
Gross amount recognized in Accumulated OCI	407,300	263,401	123,574	11,362	121,360	1,859
Taxes	(168,456)	(122,871)	(48,222)	(3,974)	(47,387)	(534)
Net amount recognized in Accumulated OCI	¥ 238,844	¥ 140,530	¥ 75,352	¥ 7,388	¥ 73,973	¥ 1,325

The following table presents OCI for the fiscal years ended March 31, 2016 and 2017:

	Domestic subsidiaries		Foreign offices and subsidiaries			
	2016	2017	2016		2017	
	Pension benefits and SIP	Pension benefits and SIP	Pension benefits	Other benefits	Pension benefits	Other benefits
	(in millions)					
Net actuarial loss (gain) arising during the year	¥ 194,405	¥ (134,902)	¥ 10,444	¥ 3,503	¥ 20,461	¥ (330)
Prior service cost arising during the year	3,436	654	(54)	(4)	(8,311)	(8,562)
Losses (gains) due to amortization:						
Net actuarial loss	(7,698)	(17,764)	(11,743)	(1,810)	(12,707)	(1,366)
Prior service cost	7,613	6,348	2,307	927	2,045	1,534

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Curtailment and settlement	1,168	1,765	(11)		208	
Foreign currency translation adjustments			(966)	(204)	(3,910)	(779)
Total changes in Accumulated OCI	¥ 198,924	¥ (143,899)	¥ (23)	¥ 2,412	¥ (2,214)	¥ (9,503)

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Table of Contents**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table presents the expected amounts that will be amortized from Accumulated OCI as components of net periodic benefit cost, before taxes, for the fiscal year ending March 31, 2018:

	<b>Domestic subsidiaries Pension benefits and SIP</b>	<b>Foreign offices and subsidiaries Pension benefits Other benefits</b>	
	<b>(in millions)</b>		
Net actuarial loss	¥ 7,986	¥ 10,154	¥ 1,664
Prior service cost	(1,160)	(3,205)	(2,874)
<b>Total</b>	<b>¥ 6,826</b>	<b>¥ 6,949</b>	<b>¥ (1,210)</b>

*Investment policies*

MUFG's investment policy for plan assets is based on an asset liability matching strategy which is intended to maintain adequate liquidity for benefit payments and to achieve a stable increase in the plan assets in the medium and long-term through proper risk control and return maximization. As a general rule, investment policies for plan assets are reviewed periodically for some plans and in the following situations for all plans: (1) large fluctuations in pension plan liabilities caused by modifications to pension plans, or (2) changes in the market environment. The plan assets allocation strategies are the principal determinant in achieving expected investment returns on the plan assets. Actual asset allocations may fluctuate within acceptable ranges due to market value variability. Plan assets are managed by a combination of internal and external asset management companies and are rebalanced when market fluctuations cause an asset category to fall outside of its strategic asset allocation range. Performance of each plan asset category is compared against established indices and similar plan asset groups to evaluate whether the risk associated with the portfolio is appropriate for the level of return.

The weighted-average target asset allocation of plan assets for the pension benefits and other benefits at March 31, 2017 was as follows:

<b>Asset category</b>	<b>Domestic subsidiaries Pension benefits and SIP</b>	<b>Foreign offices and subsidiaries Pension benefits Other benefits</b>	
Japanese equity securities	37.9%	0.4%	%

Japanese debt securities	33.5		
Non-Japanese equity securities	13.9	57.8	70.0
Non-Japanese debt securities	6.8	28.8	30.0
Real estate	1.3	9.8	
Short-term assets	6.6	3.2	
<b>Total</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>

*Basis and procedure for estimating long-term return of each asset category*

MUFG's expected long-term rate of return on plan assets for domestic defined benefit pension plans and SIPs is based on a building-block methodology, which calculates the total long-term rate of return of the plan assets by aggregating the weighted rate of return derived from both long-term historical performance and forward-looking return expectations from each asset category.

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

MUFG has determined the expected long-term rate of return for each asset category as follows:

Japanese equity securities: the rate for Japanese debt securities plus a premium for the risk associated with Japanese equity securities

Japanese debt securities: economic growth rate of Japan

Non-Japanese equity securities: the rate for non-Japanese debt securities plus a premium for the risk associated with non-Japanese equity securities

Non-Japanese debt securities: global economic growth rate

Foreign offices and subsidiaries periodically reconsider the expected long-term rate of return for their plan assets. They evaluate the investment return volatility of different asset categories and compare the liability structure of their pension and other benefits to those of other companies, while considering their funding policy to maintain a funded status sufficient to meet participants' benefit obligations, and reduce long-term funding requirements and pension costs. Based on this information, foreign offices and subsidiaries update the expected long-term rate of return.

*Cash flows*

The MUFG Group expects to contribute to the plan assets for the fiscal year ending March 31, 2018 based upon its current funded status and expected asset return assumptions as follows:

For the pension benefits of domestic subsidiaries	¥	73.3 billion
For the pension benefits of foreign offices and subsidiaries		16.2 billion
For the other benefits of foreign offices and subsidiaries		1.0 billion
<i>Estimated future benefit payments</i>		

The following table presents benefit payments expected to be paid, which include the effect of expected future service for the fiscal years indicated:

<b>Domestic subsidiaries</b>	<b>Foreign offices and subsidiaries</b>
----------------------------------	---

	<b>Pension benefits and SIP</b>	<b>Pension benefits</b>	<b>Other benefits</b>
--	---	-----------------------------	---------------------------

(in millions)

Fiscal year ending March 31:						
2018	¥	84,269	¥	18,239	¥	2,078
2019		81,474		19,878		2,014
2020		81,455		21,551		2,130
2021		81,746		22,778		2,225
2022		82,306		23,776		2,300
Thereafter (2023-2027)		407,352		173,837		12,007

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Fair value measurement of the plan assets*

The following is a description of the valuation methodologies used for plan assets measured at fair value as well as the classification of the plan assets pursuant to the fair value hierarchy described in Note 32:

*Government bonds and other debt securities*

When quoted prices are available in an active market, the MUFG Group adopts the quoted prices to measure the fair value of securities and such securities are classified in Level 1 of the fair value hierarchy. Level 1 securities include Japanese government bonds, most non-Japanese government bonds and certain corporate bonds. When quoted prices are available but not traded actively, such securities are classified in Level 2 of the fair value hierarchy. When quoted prices are not available, the MUFG Group generally estimates fair values by using non-binding prices obtained from independent pricing vendors. Such securities are generally classified in Level 2 of the fair value hierarchy. Level 2 securities include certain non-Japanese government bonds, official institutions bonds and corporate bonds. When there is lack of liquidity for securities or significant inputs adopted to the fair value measurements are unobservable, such securities are classified in Level 3 of the fair value hierarchy. Such Level 3 securities mainly consist of non-Japanese corporate bonds.

*Marketable equity securities*

When quoted prices are available in an active market, the MUFG Group adopts the quoted prices to measure the fair value of marketable equity securities and such securities are classified in Level 1 of the fair value hierarchy. When quoted prices are available but not traded actively, such securities are classified in Level 2 of the fair value hierarchy.

*Japanese pooled funds*

Japanese pooled funds are investment fund vehicles designed for Japanese pension plan investments under Japanese pension trust fund regulations. Based upon the nature of the funds' investments, Japanese pooled funds are categorized into four major fund types: Japanese marketable equity securities type, Japanese debt securities type, Non-Japanese marketable equity securities type and Non-Japanese debt securities type. The other types of funds invest in short-term financial instruments or loans receivable. Japanese pooled funds are generally readily redeemable at their net asset values. The fair values of Japanese pooled funds are measured at their net asset values per share (or its equivalent) as a practical expedient.

*Other investment funds*

Other investment funds include mutual funds, private investments funds, common collective funds, private equity funds and real estate funds. The listed investment funds or mutual funds are valued at quoted prices and classified in Level 1 or Level 2 of the fair value hierarchy. When there is no available market quotation, the fair values are generally determined at net asset values per share (or its equivalent) as a practical expedient. Other investment funds classified in Level 3 of the fair value hierarchy consist of certain real estate funds whose fair values are not measured at their net asset values but by using significant unobservable inputs and there is inherent lack of the funds' liquidity.

*Japanese general accounts of life insurance companies*

These instruments are contracts with life insurance companies that guarantee return of a certain level of fixed income, which are mainly invested in assets with low market risk such as Japanese debt securities. They are measured at conversion value and classified in Level 2 of the fair value hierarchy.

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)***Other investments*

Other investments mainly consist of call loans and the rest consist of miscellaneous accounts such as deposits with banks and short-term investments. These instruments are generally classified in Level 1 or Level 2 of the fair value hierarchy depending on observability of the inputs to measure their fair values.

The following table presents the fair value of each major category of plan assets as of March 31, 2016 and 2017:

**Pension benefits and SIP Investments:**

At March 31, 2016 Assets category	Domestic subsidiaries				Foreign offices and subsidiaries			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
	(in millions)							
Japanese government bonds	¥ 121,327	¥	¥	¥ 121,327	¥	¥	¥	¥
Non-Japanese government bonds	22,552	2,269		24,821		16,218		16,218
Other debt securities	1,460	10,083	5,927	17,470		72,253		72,253
Japanese marketable equity securities	729,458	29		729,487	891			891
Non-Japanese marketable equity securities	27,510	1,374		28,884	33,312	1,071		34,383
Other investment funds		523	537	1,060	185,191	10,337		195,528 <sup>(2)</sup>
Japanese general account of life insurance companies <sup>(1)</sup>		225,754		225,754				
Other investments	3,485	131,570		135,055	691	3,507	985	5,183
Total <sup>(3)</sup>	¥ 905,792	¥ 371,602	¥ 6,464	¥ 1,283,858	¥ 220,085	¥ 103,386	¥ 985	¥ 324,456

At March 31, 2017 Assets category	Domestic subsidiaries				Foreign offices and subsidiaries			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
	(in millions)							
Japanese government bonds	¥ 137,201	¥	¥	¥ 137,201	¥	¥	¥	¥
Non-Japanese government bonds	14,817	2,411		17,228	16,161	3,811		19,972
Other debt securities	211	1,858	208	2,277		67,956		67,956
	810,772			810,772	856			856

Japanese marketable equity securities

Non-Japanese marketable equity securities	33,385	287		33,672	37,986	682		38,668
Other investment funds			206	206	83,868	10,042		93,910 <sup>(2)</sup>
Japanese general account of life insurance companies <sup>(1)</sup>		225,921		225,921				
Other investments	3,423	22,582		26,005	48	2,704	760	3,512
<b>Total<sup>(3)</sup></b>	<b>¥ 999,809</b>	<b>¥ 253,059</b>	<b>¥ 414</b>	<b>¥ 1,253,282</b>	<b>¥ 138,919</b>	<b>¥ 85,195</b>	<b>¥ 760</b>	<b>¥ 224,874</b>

Notes:

- (1) Japanese general accounts of life insurance companies is a contract with life insurance companies that guarantees a return of approximately 1.24% from April 1, 2015 to March 31, 2016 and 1.25% from April 1, 2016 to March 31, 2017.
- (2) Other investment funds of the foreign offices and subsidiaries include mutual funds and real estate funds of ¥174,082 million and ¥512 million, respectively, which were held by MUAH at December 31, 2015 and ¥79,763 million and ¥310 million, respectively, at December 31, 2016.
- (3) Investments in which fair value was measured based on net asset value per share (or its equivalent) as a practical expedient have not been categorized in the fair value hierarchy. See Note 1 for the adoption of the new guidance.

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table presents fair values of certain investments valued at net asset value per share (or its equivalent) as a practical expedient that were excluded from the above table as of March 31, 2016 and 2017:

Assets category	Domestic subsidiaries		Foreign offices and subsidiaries	
	2016	2017	2016	2017
	(in millions)			
Japanese pooled funds:				
Japanese marketable equity securities	¥ 92,355	¥ 101,958	¥	¥
Japanese debt securities	267,268	222,785		
Non-Japanese marketable equity securities	182,903	187,939		
Non-Japanese debt securities	97,688	84,199		
Other	104,412	113,519		
<b>Total pooled funds</b>	<b>744,626</b>	<b>710,400</b>		
Other investment funds	171,549 <sup>(1)</sup>	382,628 <sup>(1)</sup>	133,533 <sup>(2)</sup>	252,605 <sup>(2)</sup>
<b>Total</b>	<b>¥916,175</b>	<b>¥1,093,028</b>	<b>¥133,533</b>	<b>¥252,605</b>

## Notes:

- (1) Other investment funds of the domestic subsidiaries include mutual funds and real estate funds of ¥151,789 million and ¥9,564 million, respectively, at March 31, 2016 and ¥358,584 million and ¥13,550 million, respectively, at March 31, 2017.
- (2) Other investment funds of the foreign offices and subsidiaries include mutual funds, real estate funds and common collective funds of ¥41,793 million, ¥42,511 million and ¥27,224 million, respectively, at March 31, 2016 and ¥54,689 million, ¥40,779 million and ¥138,987 million, respectively, at March 31, 2017.

Other debt securities and Japanese debt securities in the above Pension benefits and SIP tables include ¥1,800 million (0.07% of plan assets) of debt securities issued by the MUFG Group at March 31, 2016 and ¥1,523 million (0.05% of plan assets) at March 31, 2017, respectively. Japanese marketable equity securities in the above Pension benefits and SIP tables include ¥2,341 million (0.09% of plan assets) of common stock issued by the MUFG Group at March 31, 2016 and ¥8,169 million (0.29% of plan assets) at March 31, 2017, respectively.

**Other post retirement plan investments:**

## Foreign offices and subsidiaries

Assets category	2016				2017			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
	(in millions)							
Non-Japanese government bonds	¥	¥	¥	¥	¥ 2,516	¥	¥	¥ 2,516
Other debt securities		6,477		6,477		5,219		5,219
Non-Japanese marketable equity securities		66		66		18		18
Other investment funds <sup>(1)</sup>	16,220			16,220	14,294			14,294
Other investments		326		326	2	6		8
Total <sup>(2)</sup>	¥ 16,220	¥ 6,869	¥	¥ 23,089	¥ 16,812	¥ 5,243	¥	¥ 22,055

## Notes:

- (1) Other investment funds mainly consist of mutual funds.
- (2) Investments in which fair value was measured based on net asset value per share (or its equivalent) as a practical expedient have not been categorized in the fair value hierarchy. See Note 1 for the adoption of the new guidance.

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table presents fair values of certain investments valued at net asset value per share (or its equivalent) as a practical expedient that were excluded from the above table as of March 31, 2016 and 2017:

Assets category	Foreign offices and subsidiaries	
	2016	2017
	(in millions)	
Other investment funds <sup>(1)</sup>	¥ 7,564	¥ 8,284
Total	¥ 7,564	¥ 8,284

Note:

(1) Other investment funds of the foreign offices and subsidiaries include mutual funds and pooled separate accounts with variable life insurance policies of ¥1,953 million and ¥5,611 million, respectively, which were held by MUAH at December 31, 2015 and ¥441 million and ¥5,545 million, respectively, at December 31, 2016.

The following tables present a reconciliation of plan assets measured at fair value using significant unobservable inputs (Level 3) during the fiscal years ended March 31, 2016 and 2017:

**Pension benefits and SIP Investments:**

Assets category	Domestic subsidiaries						
	March 31, 2015	Realized gains (losses)	Unrealized gains (losses)	Purchase, sales and settlements	Transfer into Level 3	Transfer out of Level 3	March 31, 2016
	(in millions)						
Other debt securities	¥ 5,948	¥ (5)	¥ 74	¥ (90)	¥	¥	¥ 5,927
Other investment funds	881	(1)	(2)	(341)			537
Total	¥ 6,829	¥ (6)	¥ 72	¥ (431)	¥	¥	¥ 6,464

Assets category	Foreign offices and subsidiaries						
	March 31, 2015	Realized gains (losses)	Unrealized gains (losses)	Purchase, sales and settlements	Transfer into Level 3	Transfer out of Level 3	March 31, 2016

(in millions)							
Other investments	¥ 899	¥	¥ 79	¥ 7	¥	¥	¥ 985
Total	¥ 899	¥	¥ 79	¥ 7	¥	¥	¥ 985

Domestic subsidiaries							
Assets category	March 31, 2016	Realized gains (losses)	Unrealized gains (losses)	Purchase, sales and settlements	Transfer into Level 3	Transfer out of Level 3	March 31, 2017
(in millions)							
Other debt securities	¥ 5,927	¥ (669)	¥ 4	¥ (5,054)	¥	¥	¥ 208
Other investment funds	537	1	1	(333)			206
Total	¥ 6,464	¥ (668)	¥ 5	¥ (5,387)	¥	¥	¥ 414

Foreign offices and subsidiaries							
Assets category	March 31, 2016	Realized gains (losses)	Unrealized gains (losses)	Purchase, sales and settlements	Transfer into Level 3	Transfer out of Level 3	March 31, 2017
(in millions)							
Other investments	¥ 985	¥	¥ (34)	¥ (191)	¥	¥	¥ 760
Total	¥ 985	¥	¥ (34)	¥ (191)	¥	¥	¥ 760

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Defined Contribution Plans***

The MUFG Group maintains several qualified defined contribution plans in its domestic and foreign offices and subsidiaries, all of which are administered in accordance with applicable local laws and regulations. Each office and subsidiary matches eligible employee contributions up to a certain percentage of benefits-eligible compensation per pay period, subject to plan and legal limits. Terms of the plan, including matching percentage and vesting periods, are individually determined by each office and subsidiary.

The cost of these defined contribution plans charged to operations for the fiscal years ended March 31, 2015, 2016 and 2017 was ¥12,041 million, ¥16,254 million and ¥15,636 million, respectively.

**14. OTHER ASSETS AND LIABILITIES**

Major components of other assets and liabilities at March 31, 2016 and 2017 were as follows:

	2016	2017
	(in millions)	
Other assets:		
Accounts receivable:		
Receivables from brokers, dealers and customers for securities transactions	¥ 449,605	¥ 546,747
Other	1,005,386	1,043,766
Investments in equity method investees	1,917,667	2,199,706
Prepaid benefit cost (Note 13)	397,001	612,623
Cash collateral pledged for derivative transactions (Note 8)	1,510,689	1,663,945
Other	2,174,246	2,647,756
<b>Total</b>	<b>¥7,454,594</b>	<b>¥8,714,543</b>
Other liabilities:		
Accounts payable:		
Payables to brokers, dealers and customers for securities transactions	¥ 886,461	¥ 646,638
Other	1,450,317	1,322,498
Deferred tax liabilities	644,915	413,730
Allowance for off-balance sheet credit instruments	72,556	178,118
Accrued benefit cost (Note 13)	75,812	66,028
Guarantees and indemnifications	42,871	38,904
Cash collateral received for derivative transactions (Note 8)	1,265,041	1,080,929
Accrued and other liabilities	2,755,178	3,008,320

Total	¥7,193,151	¥6,755,165
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Investments in equity method investees include marketable equity securities carried at ¥1,347,182 million and ¥1,602,702 million at March 31, 2016 and 2017, respectively. Corresponding aggregated market values were ¥1,768,124 million and ¥2,701,170 million, respectively. Marketable equity securities include Morgan Stanley's common stock carried at ¥1,088,226 million and ¥1,178,919 million at March 31, 2016 and 2017, respectively. As of March 31, 2017, the MUFG Group held approximately 23.33% of its common stock. Investments in equity method investees also include investments in Morgan Stanley MUFG Securities, Co., Ltd. at ¥164,135 million and ¥172,424 million at March 31, 2016 and 2017, respectively.

The MUFG Group periodically evaluates whether a loss in value of investments in equity method investees is other-than-temporary. As a result of evaluations, the MUFG Group recognized other-than-temporary declines in the value of an investment and recorded impairment losses related to certain affiliated companies of ¥102 million, ¥681 million and ¥5,465 million for the fiscal years ended March 31, 2015, 2016 and 2017 respectively. The impairment losses are included in Equity in earnings of equity method investees net in the accompanying consolidated statements of income.



**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Summarized Financial Information of the MUFG Group's Equity Method Investees***

Summarized financial information of Morgan Stanley, the largest portion of the MUFG Group's equity method investees, as of March 31, 2016 and 2017, and for each of the three years ended March 31, 2017 is as follows:

	<b>2016<sup>(1)</sup></b>	<b>2017</b>
	<b>(in billions)</b>	
Trading assets	¥ 27,377	¥ 31,900
Securities purchased under agreements to resell	11,130	11,760
Securities borrowed	15,822	12,543
Total assets	90,989	93,386
Trading liabilities	15,071	15,359
Securities sold under agreements to repurchase and Securities loaned	6,586	8,466
Long-term borrowings	18,345	19,374
Total liabilities	82,293	84,514
Noncontrolling interests	131	130

Note:

(1) Certain reclassifications have been made to the prior period to conform to the current presentation.

	<b>2015</b>	<b>2016</b>	<b>2017</b>
	<b>(in billions)</b>		
Net revenues	¥ 3,875	¥ 3,961	¥ 3,939
Total non-interest expenses	3,449	3,076	2,871
Income from continuing operations before income taxes	426	885	1,068
Net income applicable to Morgan Stanley	459	585	730

Morgan Stanley early adopted, retrospective to January 1, 2016, the provisions of new accounting guidance on Recognition and Measurement of Financial Assets and Financial Liabilities related to a change in the instrument-specific credit risk on financial liabilities under the fair value option. This resulted in reclassifying the MUFG Group's proportionate share of the accumulated DVA of Morgan Stanley from retained earnings to AOCI as reflected on the MUFG Group's consolidated statement of equity. In connection with the new accounting guidance, changes in DVA fair value are presented separately in other comprehensive income.

Summarized financial information of the MUFG Group's equity method investees, other than Morgan Stanley as of March 31, 2016 and 2017, and for each of the three years ended March 31, 2017 is as follows:

	<b>2016</b>	<b>2017</b>
	<b>(in billions)</b>	
Net loans	¥ 10,374	¥ 13,405
Total assets	18,930	24,273
Deposits	5,850	6,946
Total liabilities	14,648	19,678
Noncontrolling interests	724	841

	<b>2015</b>	<b>2016</b>	<b>2017</b>
	<b>(in billions)</b>		
Total interest income	¥ 590	¥ 661	¥ 777
Total interest expense	198	222	252
Net interest income	392	439	525
Provision for credit losses	73	92	97
Income before income tax expense	248	171	147
Net income	194	117	97

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****15. OFFSETTING OF DERIVATIVES, REPURCHASE AGREEMENTS, AND SECURITIES LENDING TRANSACTIONS**

The following tables present, as of March 31, 2016 and 2017, the gross and net amounts of the derivatives, resale and repurchase agreements, and securities borrowing and lending transactions, including the related gross amounts subject to an enforceable master netting arrangement or similar agreement not offset in the consolidated balance sheets. The MUFG Group primarily enters into International Swaps and Derivatives Association master netting agreements, master repurchase agreements and master securities lending agreements or similar agreements for derivative contracts, resale and repurchase agreements, and securities borrowing and lending transactions. In the event of default on or termination of any one contract, these agreements provide the contracting parties with the right to net a counterparty's rights and obligations and to liquidate and setoff collateral against any net amount owed by the counterparty. Generally, as the MUFG Group has elected to present such amounts on a gross basis, the amounts subject to these agreements are included in Gross amounts not offset in the consolidated balance sheet column in the tabular disclosure below. For certain transactions where a legal opinion with respect to the enforceability of netting has not been sought or obtained, the related amounts are not subject to enforceable master netting agreements and not included in Gross amounts not offset in the consolidated balance sheet column in the tabular disclosure below.

At March 31, 2016	Gross amounts recognized in the consolidated balance sheet		Net amounts presented in the consolidated balance sheet		Gross amounts not offset in the consolidated balance sheet		Net amounts
	assets/liabilities	sheet	balance sheet	sheet	Financial instruments	Cash collateral received/pledged	
(in billions)							
<b>Financial assets:</b>							
Derivative assets	¥ 21,509	¥	¥ 21,509	¥ (17,200)	¥ (911)	¥	3,398
Receivables under resale agreements	9,538	(2,091)	7,447	(6,887)			560
Receivables under securities borrowing transactions	6,042		6,042	(5,947)			95
<b>Total</b>	<b>¥ 37,089</b>	<b>¥ (2,091)</b>	<b>¥ 34,998</b>	<b>¥ (30,034)</b>	<b>¥ (911)</b>	<b>¥</b>	<b>4,053</b>
<b>Financial liabilities:</b>							
Derivative liabilities	¥ 20,818	¥	¥ 20,818	¥ (16,993)	¥ (1,267)	¥	2,558
Payables under repurchase agreements <sup>(1)</sup>	25,640	(2,091)	23,549	(23,398)	(1)		150
Payables under securities lending transactions	4,710		4,710	(4,673)	(23)		14
Obligations to return securities received as collateral	1,919		1,919	(310)			1,609

Total	¥ 53,087	¥ (2,091)	¥ 50,996	¥ (45,374)	¥ (1,291)	¥ 4,331
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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

At March 31, 2017	Gross amounts offset in the consolidated balance sheet		Gross amounts not offset in the consolidated balance sheet		Net amounts presented in the consolidated balance sheet (in billions)		Financial instruments		Cash collateral received/pledged		Net amounts	
	assets/	liabilities	assets/	liabilities	assets/	liabilities	assets/	liabilities	assets/	liabilities		
Financial assets:												
Derivative assets	¥	18,835	¥		¥	18,835	¥	(15,053)	¥	(726)	¥	3,056
Receivables under resale agreements		11,044		(2,856)		8,188		(7,461)		(11)		716
Receivables under securities borrowing transactions		11,003				11,003		(10,880)		(9)		114
<b>Total</b>	<b>¥</b>	<b>40,882</b>	<b>¥</b>	<b>(2,856)</b>	<b>¥</b>	<b>38,026</b>	<b>¥</b>	<b>(33,394)</b>	<b>¥</b>	<b>(746)</b>	<b>¥</b>	<b>3,886</b>
Financial liabilities:												
Derivative liabilities	¥	18,562	¥		¥	18,562	¥	(15,063)	¥	(1,229)	¥	2,270
Payables under repurchase agreements <sup>(1)</sup>		20,549		(2,856)		17,693		(17,489)		(11)		193
Payables under securities lending transactions		5,549				5,549		(5,526)		(8)		15
Obligations to return securities received as collateral		3,516				3,516		(492)				3,024
<b>Total</b>	<b>¥</b>	<b>48,176</b>	<b>¥</b>	<b>(2,856)</b>	<b>¥</b>	<b>45,320</b>	<b>¥</b>	<b>(38,570)</b>	<b>¥</b>	<b>(1,248)</b>	<b>¥</b>	<b>5,502</b>

Note:

- (1) Payables under repurchase agreements in the above table include those under long-term repurchase agreements of ¥1,434,521 million and ¥1,611,916 million at March 31, 2016 and March 31, 2017, respectively, which are included in Long-term debt in the accompanying consolidated balance sheets.

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****16. REPURCHASE AGREEMENTS, AND SECURITIES LENDING TRANSACTIONS ACCOUNTED FOR AS SECURED BORROWINGS**

The following tables present gross obligations for payables under repurchase agreements, payables under securities lending transactions and obligations to return securities received as collateral by remaining contractual maturity and class of collateral pledged at March 31, 2016 and 2017. Potential risks associated with these arrangements primarily relate to market and liquidity risks. To manage risks associated with market exposure, the MUFG Group generally revalues the collateral underlying its repurchase agreements and securities lending transactions on a daily basis and monitors the value of the underlying securities, consisting of primarily high-quality securities such as Japanese national government and Japanese government agency bonds, and foreign governments and official institutions bonds. In the event the market value of such securities falls below the related agreements at contract amounts plus accrued interest, the MUFG Group may be required to deposit additional collateral when appropriate. To address liquidity risks, the MUFG Group conducts stress tests to ensure the adequate level of liquidity is maintained in the event of a decline in the fair value of any collateral pledged.

	<b>March 31, 2016</b>				<b>Total</b>
	<b>Overnight and open</b>	<b>30 days or less</b>	<b>31-90 days</b>	<b>Over 90 days</b>	
	<b>(in billions)</b>				
Payables under repurchase agreements	¥ 2,518	¥ 19,452	¥ 1,916	¥ 1,754	¥ 25,640
Payables under securities lending transactions	2,443	2,019	248		4,710
Obligations to return securities received as collateral	1,846	73			1,919
<b>Total</b>	<b>¥ 6,807</b>	<b>¥ 21,544</b>	<b>¥ 2,164</b>	<b>¥ 1,754</b>	<b>¥ 32,269</b>

	<b>March 31, 2017</b>				<b>Total</b>
	<b>Overnight and open</b>	<b>30 days or less</b>	<b>31-90 days</b>	<b>Over 90 days</b>	
	<b>(in billions)</b>				
Payables under repurchase agreements	¥ 2,309	¥ 13,455	¥ 3,083	¥ 1,702	¥ 20,549
Payables under securities lending transactions	1,811	1,970	1,768		5,549
Obligations to return securities received as collateral	3,329	102	85		3,516
<b>Total</b>	<b>¥ 7,449</b>	<b>¥ 15,527</b>	<b>¥ 4,936</b>	<b>¥ 1,702</b>	<b>¥ 29,614</b>

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Secured borrowing by the class of collateral pledged at March 31, 2016 and 2017 was as follows:

	March 31, 2016			Total
	Payables under repurchase agreements	Payables under securities lending transactions (in billions)	Obligations to return securities received as collateral	
Japanese national government and Japanese government agency bonds	¥ 2,270	¥ 4,211	¥ 930	¥ 7,411
Foreign governments and official institutions bonds	19,426		738	20,164
Corporate bonds	581		71	652
Residential mortgage-backed securities	3,027	124		3,151
Other debt securities	177			177
Marketable equity securities	133	375	180	688
Others	26			26
<b>Total</b>	<b>¥ 25,640</b>	<b>¥ 4,710</b>	<b>¥ 1,919</b>	<b>¥ 32,269</b>

	March 31, 2017			Total
	Payables under repurchase agreements	Payables under securities lending transactions (in billions)	Obligations to return securities received as collateral	
Japanese national government and Japanese government agency bonds	¥ 2,975	¥ 5,030	¥ 2,020	¥ 10,025
Foreign governments and official institutions bonds	13,195		1,101	14,296
Corporate bonds	636	1	117	754
Residential mortgage-backed securities	3,401			3,401
Other debt securities	205		3	208
Marketable equity securities	104	518	275	897
Others	33			33
<b>Total</b>	<b>¥ 20,549</b>	<b>¥ 5,549</b>	<b>¥ 3,516</b>	<b>¥ 29,614</b>



## **17. PREFERRED STOCK**

Pursuant to the Articles of Incorporation, MUFG had been authorized to issue 400,000,000 shares of Class 5 Preferred Stock, 200,000,000 shares of Class 6 Preferred Stock, and 200,000,000 shares of Class 7 Preferred Stock without par value as of March 31, 2017.

All classes of preferred stock are non-voting and have preference over common stock for the payment of dividends and the distribution of assets in the event of a liquidation or dissolution of MUFG. They are all non-cumulative and non-participating with respect to dividend payments. Shareholders of Class 5 and 11 Preferred Stock have the right to receive a liquidation distribution at ¥2,500 and ¥1,000 per share, respectively, and do not have the right to participate in any further liquidation distributions.

As of March 31, 2015, 2016 and 2017, there was no preferred stock outstanding and the entire amount of Capital stock on the consolidated balance sheets consisted of only common stock.

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The aggregated amount by liquidation preference of these preferred stocks at March 31, 2015, 2016 and 2017 are also nil. None of the Class 6 and 7 Preferred Stock has been issued.

The portion of proceeds from the sale of shares that is designated as capital stock is determined by resolution of the Board of Directors of MUFG, however, at least 50% of the issue price of newly issued shares is required to be designated as capital stock at the time of incorporation or share issuance under the Companies Act. Proceeds in excess of amounts designated as capital stock are designated as capital surplus. However, these provisions are not applied in a company reorganization, such as a merger, company split and share exchange. Preferred Stock Classes 8 through 12 were issued in exchange for UFJ Holdings preferred stock and recorded in Capital surplus.

*Class 5 Preferred Stock*

Class 5 Preferred Stock is redeemable at the option of MUFG. At the time of issuance, the Board of Directors determines an issue price, an annual dividend (not to exceed ¥250 per share), and redemption terms, including a redemption price.

Class 5 Preferred Stock was issued by means of a third-party allocation to Nippon Life Insurance Company, Meiji Yasuda Life Insurance Company, TAIYO LIFE INSURANCE COMPANY, DAIDO LIFE INSURANCE COMPANY, Tokio Marine & Nichido Fire Insurance Co., Ltd., NIPPONKOA Insurance Company, Limited, and Aioi Nissay Dowa Insurance Company, Limited. The preferred stock does not have voting rights at any general meetings of shareholders, unless otherwise provided by applicable laws and regulations. Preferred dividends are set to be ¥115 per share annually, except as of March 31, 2009. Preferred dividends were ¥43 per share as of March 31, 2009.

On April 1, 2014, MUFG acquired all of the First Series of Class 5 Preferred Stock, and canceled all of the acquired shares. The acquisition price was ¥2,500 per share, totaling ¥390,000 million.

*Class 11 Preferred Stock*

Class 11 preferred stockholders are entitled to receive annual non-cumulative dividends of ¥5.30 per share with priority over common stockholders.

Class 11 Preferred Stock is convertible into fully paid shares of MUFG common stock at the election of holders from establishment of MUFG to July 31, 2014, except during certain excluded periods, at an initial conversion price of ¥918.70 per share of common stock, subject to anti-dilution adjustments. The conversion price was subject to reset annually on July 15 from 2006 to 2013 to the average market price of the common stock for the 30 trading day period, if the average market price was less than the conversion price prior to the reset but not less than ¥918.70 per share. The acquisition price and the acquisition floor price of Class 11 Preferred Stock were adjusted as ¥889.60 per share on December 15, 2008, ¥888.40 per share on January 14, 2009, ¥867.60 per share on December 21, 2009, and ¥865.90 per share on December 25, 2009, in accordance with the provisions relating to the adjustment of the acquisition price set forth in the terms and conditions of Class 11 Preferred Stock.

On August 1, 2014, 1,000 shares of Class 11 Preferred Stock were acquired in exchange for 1,245 shares of common stock, and those Preferred Stock had been recorded as Treasury stock.

On August 29, 2014, 1,000 shares of Class 11 Preferred Stock were retired.

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These retirements of Class 5 and Class 11 Preferred Stock were accounted for by decreasing Capital surplus by ¥390,001 million.

On June 25, 2015, amendments to the Articles of Incorporation were made with respect to the First Series of Class 5 and Class 11 Preferred Stock. As a result, the total number of shares of preferred stock authorized to be issued by MUFG was decreased by 1,000 shares, and the total number of the First Series of Class 5 and Class 11 Preferred Stock authorized to be issued was reduced to nil. The authority to issue the Second, Third and Fourth Series of Class 5 was not affected by these amendments. The authority to issue Class 11 Preferred Shares was removed.

**18. COMMON STOCK AND CAPITAL SURPLUS**

The changes in the number of issued shares of common stock during the fiscal years ended March 31, 2015, 2016 and 2017 were as follows:

	2015	2016 (shares)	2017
Balance at beginning of fiscal year	14,164,026,420	14,168,853,820	14,168,853,820
Issuance of new shares of common stock by way of exercise of the stock acquisition rights	4,827,400		
Balance at end of fiscal year	14,168,853,820	14,168,853,820	14,168,853,820

Under the Companies Act, issuances of common stock, including conversions of bonds and notes, are required to be credited to the common stock account for at least 50% of the proceeds and to the legal capital surplus account ( legal capital surplus ) for the remaining amounts.

The Companies Act permits Japanese companies, upon approval by the Board of Directors, to issue shares in the form of a stock split, as defined in the Companies Act. Also, prior to April 1, 1991, Japanese companies were permitted to issue free share distributions. BTMU and MUTB from time to time made free share distributions. These free distributions usually ranged from 5% to 10% of outstanding common stock and publicly-owned corporations in the United States issuing shares in similar transactions would be required to account for them as stock dividends as of the shareholders record date by reducing retained earnings and increasing the appropriate capital accounts by an amount equal to the fair value of the shares issued. The application of such U.S. accounting practices to the cumulative free distributions made by BTMU and MUTB at March 31, 2017, would have increased capital accounts by ¥1,910,106 million with a corresponding decrease in unappropriated retained earnings.

The Companies Act permits that common stock, legal reserve, additional paid-in capital, and other capital surplus and retained earnings can be transferred among these accounts under certain conditions upon the approval of a shareholders meeting. The Companies Act limits the increase of paid-in capital in case disposition of treasury stock

and issuance of common stock are performed at the same time.

As for Capital surplus, the fee retained by MUFG's subsidiary as underwriting compensation, net of stock issuance expense, was included in the total Capital surplus balance.

***Treasury Stock***

The Companies Act permits Japanese companies to effect purchases of their own shares pursuant to a resolution by the shareholders at an annual general meeting until the conclusion of the following ordinary general

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

meeting of shareholders, and to hold such shares as their treasury stock indefinitely regardless of purpose. However, the Companies Act requires the amount of treasury stock purchased should be within the amount of retained earnings available for dividends. Disposition of treasury stock is subject to the approval of the Board of Directors and is to follow the procedures similar to a public offering of shares for subscription.

From November 17, 2014 to December 18, 2014, MUFG repurchased 148,595,500 shares of MUFG's common stock by market purchases based on the discretionary dealing contract regarding repurchase of own shares for approximately ¥100 billion in aggregate in satisfaction of the resolution adopted at the meeting of the Board of Directors of MUFG held on November 14, 2014. The repurchase plan, as authorized by the Board of Directors of MUFG, allowed for the repurchase of an aggregate amount of up to 180,000,000 shares, which represents the equivalent of 1.27% of the total number of common shares outstanding, or of an aggregate repurchase amount of up to ¥100 billion. The purpose of the repurchase is to enhance the return of earnings to shareholders, to improve capital efficiency, and to implement flexible capital policies.

From May 18, 2015 to June 16, 2015, MUFG repurchased 111,151,800 shares of MUFG's common stock by market purchases based on the discretionary dealing contract regarding repurchase of own shares for approximately ¥100 billion in aggregate in satisfaction of the resolution adopted at the meeting of the Board of Directors of MUFG held on May 15, 2015. The repurchase plan, as authorized by the Board of Directors of MUFG, allowed for the repurchase of an aggregate amount of up to 160,000,000 shares, which represents the equivalent of 1.14% of the total number of common shares outstanding, or of an aggregate repurchase amount of up to ¥100 billion. The purpose of the repurchase is to enhance the return of earnings to shareholders, to improve capital efficiency, and to implement flexible capital policies.

From November 16, 2015 to December 8, 2015, MUFG repurchased 121,703,700 shares of MUFG's common stock by market purchases based on the discretionary dealing contract regarding repurchase of own shares for approximately ¥100 billion in aggregate in satisfaction of the resolution adopted at the meeting of the Board of Directors of MUFG held on November 13, 2015. The repurchase plan, as authorized by the Board of Directors of MUFG, allowed for the repurchase of an aggregate amount of up to 140,000,000 shares, which represents the equivalent of 1.01% of the total number of common shares outstanding, or of an aggregate repurchase amount of up to ¥100 billion. The purpose of the repurchase is to enhance the return of earnings to shareholders, to improve capital efficiency, and to implement flexible capital policies.

From May 17, 2016 to June 13, 2016, MUFG repurchased 190,614,800 shares of MUFG's common stock. These purchases were made through Off-Auction Own Share Repurchase Trading (ToSTNeT-3) of the Tokyo Stock Exchange and by market purchases based on the discretionary dealing contract regarding repurchase of own shares for approximately ¥100 billion in aggregate in satisfaction of the resolution adopted at the meeting of the Board of Directors of MUFG held on May 16, 2016. The repurchase plan as authorized by the Board of Directors of MUFG allowed for the repurchase of an aggregate amount of up to 230,000,000 shares, which represents the equivalent of 1.67% of the total number of common shares outstanding, or of an aggregate repurchase amount of up to ¥100 billion. The purpose of the repurchase is to enhance the return of earnings to shareholders, to improve capital efficiency, and to implement flexible capital policies.

From November 15, 2016 to December 22, 2016, MUFG repurchased 142,238,800 shares of MUFG's common stock by market purchases based on the discretionary dealing contract regarding repurchase of own shares for approximately ¥100 billion in aggregate in satisfaction of the resolution adopted at the meeting of the Board of Directors of MUFG held on November 14, 2016. The repurchase plan, as authorized by the Board of Directors of MUFG, allowed for the repurchase of an aggregate amount of up to 230,000,000 shares, which represents the equivalent of 1.69% of the total number of common shares outstanding, or of an aggregate repurchase amount of up to ¥100 billion. The purpose of the repurchase is to enhance the return of earnings to shareholders, to improve capital efficiency, and to implement flexible capital policies.

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Parent Company Shares Held by Subsidiaries and Affiliated Companies***

At March 31, 2017, certain subsidiaries and affiliated companies owned shares of common stock of MUFG. Such shares are included in treasury stock in the accompanying consolidated balance sheets and deducted from the MUFG's shareholders' equity.

**19. RETAINED EARNINGS, LEGAL RESERVE AND DIVIDENDS**

In addition to the Companies Act, Japanese banks, including BTMU and MUTB, are required to comply with the Banking Law of Japan (the "Banking Law").

***Legal Reserve Set Aside as Appropriation of Retained Earnings and Legal Capital Surplus***

*Under the Companies Act*

The Companies Act provides that an amount at least equal to 10% of the aggregate amount of cash dividends and certain appropriations of retained earnings associated with cash outlays applicable to each period shall be appropriated and set aside as a legal reserve until the aggregate amount of legal reserve set aside as an appropriation of retained earnings and the legal capital surplus equals 25% of stated capital as defined in the Companies Act.

*Under the Banking Law*

The Banking Law provides that an amount at least equal to 20% of the aggregate amount of cash dividends and certain appropriations of retained earnings associated with cash outlays applicable to each fiscal year shall be appropriated and set aside as a legal reserve until the aggregate amount of legal reserve set aside as appropriation of retained earnings and the legal capital surplus equals 100% of stated capital as defined in the Companies Act.

***Transfer of Legal Reserve***

*Under the Companies Act*

Under the Companies Act, Japanese companies, including MUFG, were permitted, pursuant to a resolution by the shareholders at a general meeting, to make legal reserve set aside as appropriation of retained earnings and legal capital surplus available for dividends until the aggregate amount of the legal reserve and legal capital surplus equals 25% of stated capital as defined in the Companies Act.

Under the Companies Act, Japanese companies, including MUFG, BTMU and MUTB, are permitted, primarily pursuant to a resolution by the shareholders at a general meeting, to transfer legal capital surplus and legal reserve to stated capital and/or retained earnings without limitations of thresholds, thereby effectively removing the thresholds provided for in the Companies Act and Banking Law at the company's discretion.



*Under the Banking Law*

Under the Banking Law, Japanese banks, including BTMU and MUTB, were permitted, pursuant to a resolution by the shareholders at a general meeting, to set aside a legal reserve as an appropriation of retained earnings and legal capital surplus available for dividends until the aggregate amount of the legal reserve and legal capital surplus equals 100% of stated capital as defined in the Companies Act.

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Unappropriated Retained Earnings and Dividends***

In addition to the provision that requires an appropriation for legal reserve as described above, the Companies Act and the Banking Law impose certain limitations on the amount available for dividends.

Under the Companies Act, the amount available for dividends is based on the amount recorded in MUFG's general books of account maintained in accordance with accounting principles generally accepted in Japan ( Japanese GAAP ). The adjustments included in the accompanying consolidated financial statements but not recorded in MUFG's general books of account, as explained in Note 1, have no effect on the determination of retained earnings available for dividends under the Companies Act. Under the Banking Law, MUFG, BTMU and MUTB have to meet the minimum capital adequacy requirements and distributions of retained earnings of MUFG, BTMU and MUTB, which are otherwise distributable to shareholders, are restricted in order to maintain the minimum capital requirements.

MUFG, formerly known as Mitsubishi Tokyo Financial Group, was established on April 2, 2001 with common stock of ¥924,400 million, preferred stock of ¥222,100 million, legal capital surplus of ¥2,838,693 million and no retained earnings in accordance with the Commercial Code of Japan ( the Code ), which was replaced by the Companies Act, and Japanese GAAP.

On October 1, 2005, MUFG started with common stock and preferred stock of ¥1,383,052 million, a legal capital surplus of ¥3,577,570 million and retained earnings of ¥757,458 million in accordance with the Code and Japanese GAAP.

MUFG's amount available for dividends, at March 31, 2017, was ¥4,413,610 million, which is based on the amount recorded in MUFG's general books of account under Japanese GAAP.

Annual dividends, including those for preferred stock, are approved by the shareholders at an annual general meeting held subsequent to the fiscal year to which the dividends are applicable. In addition, a semi-annual interim dividend payment may be made by resolution of the Board of Directors, subject to limitations imposed by the Companies Act and the Banking Law.

In the accompanying consolidated statements of equity, dividends and appropriations to legal reserve shown for each fiscal year represent dividends approved and paid during the fiscal year and the related appropriation to legal reserve.

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****20. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)**

The following table presents the changes in Accumulated OCI, net of tax and net of noncontrolling interests, for the fiscal years ended March 31, 2015, 2016 and 2017:

	2015	2016 (in millions)	2017
<b>Accumulated other comprehensive income (loss), net of taxes:</b>			
Net unrealized gains (losses) on investment securities:			
Balance at beginning of fiscal year	¥ 1,272,723	¥ 2,304,555	¥ 1,995,314
Net change during the fiscal year	1,031,832	(309,241)	31,984
Effect of adopting new guidance on consolidation of certain variable interest entities (Notes 1 and 26)			5,509
Balance at end of fiscal year	¥ 2,304,555	¥ 1,995,314	¥ 2,032,807
Net debt valuation adjustments(Note 14):			
Balance at beginning of fiscal year	¥	¥	¥ (2,080)
Net change during the fiscal year		3,505	(8,552)
Effect of adopting new guidance by a foreign affiliated company		(5,585)	
Balance at end of fiscal year	¥	¥ (2,080)	¥ (10,632)
Net unrealized gains (losses) on derivatives qualifying for cash flow hedges:			
Balance at beginning of fiscal year	¥ 1,809	¥ 2,708	¥ 4,516
Net change during the fiscal year	899	1,808	(13,245)
Balance at end of fiscal year	¥ 2,708	¥ 4,516	¥ (8,729)
Defined benefit plans:			
Balance at beginning of fiscal year	¥ (206,336)	¥ (187,640)	¥ (317,422)
Net change during the fiscal year	18,696	(129,782)	103,360
Balance at end of fiscal year	¥ (187,640)	¥ (317,422)	¥ (214,062)
Foreign currency translation adjustments:			
Balance at beginning of fiscal year	¥ 289,486	¥ 947,632	¥ 620,931
Net change during the fiscal year	658,146	(326,701)	(137,256)
Effect of adopting new guidance on consolidation of certain variable interest entities (Notes 1 and 26)			(1,636)

Balance at end of fiscal year	¥ 947,632	¥ 620,931	¥ 482,039
Balance at end of fiscal year	¥3,067,255	¥2,301,259	¥2,281,423

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table presents the before tax and net of tax changes in each component of Accumulated OCI for the fiscal years ended March 31, 2015, 2016 and 2017:

	2015			2016			2017		
	Before tax	Tax (expense) or benefit	Net of tax	Before tax	Tax (expense) or benefit	Net of tax	Before tax	Tax (expense) or benefit	Net of tax
	(in millions)								
Net unrealized gains (losses) on investment securities:									
Net unrealized gains (losses) on investment securities	¥ 1,721,877	¥ (625,204)	¥ 1,096,673	¥ (172,382)	¥ 81,568	¥ (90,814)	¥ 307,476	¥ (107,082)	¥ 200,394
Reclassification adjustment for gains included in net income before attribution of noncontrolling interests	(143,899)	47,043	(96,856)	(239,934)	80,967	(158,967)	(274,278)	86,845	(187,433)
Net change	1,577,978	(578,161)	999,817	(412,316)	162,535	(249,781)	33,198	(20,237)	12,961
Net unrealized gains (losses) on investment securities attributable to noncontrolling interests			(32,015)			59,460			(19,023)
Net unrealized gains (losses) on investment securities attributable to Mitsubishi UFJ			1,031,832			(309,241)			31,984

Financial  
Group

Net debt valuation adjustments (Note 14):									
Net debt valuation adjustments				6,005	(2,032)	3,973	(12,693)	3,994	(8,699)
Reclassification adjustment for losses (gains) included in net income before attribution of noncontrolling interests				(707)	239	(468)	215	(68)	147
Net change in net debt valuation adjustments attributable to noncontrolling interests				5,298	(1,793)	3,505	(12,478)	3,926	(8,552)
Net debt valuation adjustments attributable to Mitsubishi UFJ Financial Group						3,505			(8,552)
Net unrealized gains (losses) on derivatives qualifying for cash flow hedges:									
Net unrealized gains (losses) on derivatives qualifying for cash flow hedges	13,853	(5,448)	8,405	23,633	(9,320)	14,313	(4,321)	2,041	(2,280)
Reclassification adjustment for gains included in net income	(12,363)	4,857	(7,506)	(20,599)	8,094	(12,505)	(18,367)	7,402	(10,965)

before  
attribution of  
noncontrolling  
interests

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	2015		2016		2017				
	Before tax	Tax (expense)	Before tax	Tax (expense)	Before tax	Tax (expense)	Before tax	Tax (expense)	Net of tax
	Benefit		Benefit		Benefit		Benefit		
	(in millions)								
Net change	1,490	(591)	899	3,034	(1,226)	1,808	(22,688)	9,443	(13,245)
Net unrealized gains on derivatives qualifying for cash flow hedges attributable to noncontrolling interests									
Net unrealized gains (losses) on derivatives qualifying for cash flow hedges attributable to Mitsubishi UFJ Financial Group			899			1,808			(13,245)
Defined benefit plans:									
Defined benefit plans	12,176	(2,052)	10,124	(209,209)	72,115	(137,094)	131,971	(41,852)	90,119
Reclassification adjustment for losses included in net income before attribution of noncontrolling interests	12,716	(3,913)	8,803	9,839	(4,238)	5,601	20,105	(6,652)	13,453
Net change	24,892	(5,965)	18,927	(199,370)	67,877	(131,493)	152,076	(48,504)	103,572
			231			(1,711)			212



Defined benefit  
plans  
attributable to  
noncontrolling  
interests

Defined benefit plans attributable to Mitsubishi UFJ Financial Group			18,696			(129,782)			103,360
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Foreign  
currency  
translation  
adjustments:

Foreign currency translation adjustments	782,744	(94,616)	688,128	(396,995)	43,109	(353,886)	(148,460)	2,424	(146,036)
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Reclassification  
adjustment for  
losses (gains)  
included in net  
income before  
attribution of  
noncontrolling  
interests

	1,109	(719)	390	(3,670)	879	(2,791)	3,293	(467)	2,826
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Net change	783,853	(95,335)	688,518	(400,665)	43,988	(356,677)	(145,167)	1,957	(143,210)
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Foreign  
currency  
translation  
adjustments  
attributable to  
noncontrolling  
interests

			30,372			(29,976)			(5,954)
--	--	--	--------	--	--	----------	--	--	---------

Foreign  
currency  
translation  
adjustments  
attributable to  
Mitsubishi UFJ  
Financial  
Group

			658,146			(326,701)			(137,256)
--	--	--	---------	--	--	-----------	--	--	-----------

Other  
comprehensive  
income (loss)

			¥ 1,709,573			¥ (760,411)			¥ (23,709)
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attributable to  
Mitsubishi UFJ  
Financial  
Group

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table presents the effect of the reclassification of significant items out of Accumulated OCI on the respective line items of the accompanying consolidated statements of income for the fiscal years ended March 31, 2015, 2016 and 2017:

Details of Accumulated OCI components	2015	2016	2017	Line items in the consolidated statements of income
	Amount reclassified out of Accumulated OCI (in millions)			
Net unrealized losses (gains) on investment securities				
Net gains on sales and redemptions of Available-for-sale securities	¥ (147,702)	¥ (267,240)	¥ (307,041)	Investment securities gains net
Impairment losses on investment securities	4,014	22,885	32,744	Investment securities gains net
Other	(211)	4,421	19	
	(143,899)	(239,934)	(274,278)	Total before tax
	47,043	80,967	86,845	Income tax expense
	¥ (96,856)	¥ (158,967)	¥ (187,433)	Net of tax
Net debt valuation adjustments (Note 14)	¥	¥ (707)	¥ 215	Equity in earnings of equity method investees net
		(707)	215	Total before tax
		239	(68)	Income tax expense
	¥	¥ (468)	¥ 147	Net of tax
Net unrealized losses (gains) on derivatives qualifying for cash flow hedges				
Interest rate contracts	¥ (12,117)	¥ (20,338)	¥ (18,332)	Interest income on Loans, including fees
Other	(246)	(261)	(35)	
	(12,363)	(20,599)	(18,367)	Total before tax
	4,857	8,094	7,402	Income tax expense
	¥ (7,506)	¥ (12,505)	¥ (10,965)	Net of tax

Defined benefit plans

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Net actuarial loss <sup>(1)</sup>	¥ 26,063	¥ 21,251	¥ 31,837	
Prior service cost <sup>(1)</sup>	(10,682)	(10,847)	(9,927)	
Loss (gain) on settlements and curtailment, and other <sup>(1)</sup>	(2,665)	(565)	(1,805)	
	12,716	9,839	20,105	Total before tax
	(3,913)	(4,238)	(6,652)	Income tax expense
	¥ 8,803	¥ 5,601	¥ 13,453	Net of tax

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Details of Accumulated OCI components	2015			2016			2017			Line items in the consolidated statements of income
	Amount reclassified out of Accumulated OCI (in millions)									
Foreign currency translation adjustments	¥		¥	(4,270)	¥	(39)	Other non-interest income			
		1,109		600		3,332	Other non-interest expenses			
		1,109		(3,670)		3,293	Total before tax			
		(719)		879		(467)	Income tax expense			
	¥	390	¥	(2,791)	¥	2,826	Net of tax			
Total reclassifications for the period	¥	(142,437)	¥	(255,071)	¥	(269,032)	Total before tax			
		47,268		85,941		87,060	Income tax expense			
	¥	(95,169)	¥	(169,130)	¥	(181,972)	Net of tax			

Note:

- (1) These Accumulated OCI components are included in the computation of net periodic benefit cost. See Note 13 for more information.

**21. NONCONTROLLING INTERESTS*****Deconsolidation of Subsidiaries***

The gains and losses due to deconsolidation of subsidiaries were recognized under Other non-interest income and Other non-interest expenses, respectively, in the accompanying consolidated statements of income. The amount of net losses was ¥22,736 million for the fiscal year ended March 31, 2015, the amount of net gains was ¥3,261 million for the fiscal year ended March 31, 2016 and the amount of net losses was ¥2,848 million for the fiscal year ended March 31, 2017, respectively.

***Changes in MUFG's Ownership Interests in Subsidiaries***

The following table presents the effect on MUFG's shareholders' equity from changes in ownership of subsidiaries resulting from transactions with the noncontrolling interest shareholders during the fiscal years ended March 31, 2015, 2016 and 2017:

	2015	2016	2017
	(in millions)		
Net income attributable to Mitsubishi UFJ Financial Group	¥ 1,531,127	¥ 802,332	¥ 202,680
Transactions between Mitsubishi UFJ Financial Group and the noncontrolling interest shareholders:			
Integration of BTMU s Bangkok Branch with Krungsri (Note 2)	(15,269)		
Other	484	(1,630)	(429)
Net transfers to the noncontrolling interest shareholders	(14,785)	(1,630)	(429)
Change from net income attributable to Mitsubishi UFJ Financial Group and transactions between Mitsubishi UFJ Financial Group and the noncontrolling interest shareholders	¥ 1,516,342	¥ 800,702	¥ 202,251

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****22. REGULATORY CAPITAL REQUIREMENTS*****Japan***

MUFG, BTMU, MUTB and MUSHD are subject to various regulatory capital requirements promulgated by the regulatory authorities of the countries in which they operate. Failure to meet minimum capital requirements will initiate certain mandatory actions by regulators that, if undertaken, could have a direct material effect on MUFG's consolidated financial statements.

In Japan, MUFG, BTMU, and MUTB are subject to regulatory capital requirements promulgated by the Financial Services Agency of Japan ( FSA ) in accordance with the provisions of the Banking Law and related regulations. A banking institution is subject to the minimum capital requirements both on a consolidated basis and a stand-alone basis, and is required to maintain the minimum capital irrespective of whether it operates independently or as a subsidiary under the control of another company. When a bank holding company manages operations of its banking subsidiaries, it is required to maintain the minimum capital adequacy ratio on a consolidated basis in the same manner as its subsidiary banks. The FSA provides two sets of capital adequacy guidelines. One is a set of guidelines applicable to Japanese banks and bank holding companies with their foreign offices conducting international operations, as defined, and the other is applicable to Japanese banks and bank holding companies that are not engaged in international operations conducted by their foreign offices.

The Basel Committee on Banking Supervision ( BCBS ) of the Bank for International Settlements ( BIS ) sets capital adequacy standards for all internationally active banks to ensure minimum levels of capital.

The Basel Committee revised the 1988 Accord ( Basel I ) in June 2004 and released International Convergence of Capital Measurement and Capital Standards: A Revised Framework ( Basel II ). In addition, the Group of Central Bank Governors and Heads of Supervision reached an agreement on the new global regulatory framework, which has been referred to as Basel III, in July and September 2010. In December 2010, the Basel Committee agreed on the details of the Basel III rules. Effective as of March 31, 2013, Basel III was adopted by the FSA with transitional measures for Japanese banking institutions with international operations conducted by their foreign offices. MUFG calculated capital ratios as of March 31, 2016 and 2017 in accordance with Basel III.

***Capital Ratios***

Basel III, the same as Basel II, is based on three pillars : (1) minimum capital requirements, (2) the self-regulation of financial institutions based on supervisory review process, and (3) market discipline through the disclosure of information. The framework of the 1988 Accord, Basel I is improved and expanded to be included in minimum capital requirements as the first pillar of Basel II and Basel III.

As for the denominator of the capital ratio, the Basel framework provides the following risk-based approaches and a range of options for determining risk-weighted assets.

**Credit Risk**

The Basel framework provides options for determining the risk-weighted assets for credit risk to allow banks to select approaches that are most appropriate for their level of risk assessment. Banks choose one of three approaches:

Standardized Approach, Foundation Internal Ratings-Based Approach or Advanced Internal Ratings-Based Approach ( AIRB ).

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Market Risk

In the Amendment to the Capital Accord to incorporate market risks of the year 1996, a choice between two methodologies the Standardized Measurement Method and Internal Models Approach is permitted. Combination of Internal Models Approach and the Standardized Measurement Method is also allowed under certain conditions. This is unchanged in Basel III.

Operational Risk

Operational risk, which is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events, is newly added in Basel II. The Basel framework presents three methods for calculating operational risk capital charges: (i) the Basic Indicator Approach; (ii) the Standardized Approach; or (iii) Advanced Measurement Approaches ( AMA ). Banks adopt one of the three approaches to determine the risk-weighted assets for operational risk.

Banks need to obtain approval from their supervisors prior to adopting the following approaches to calculate capital requirements for each risk:

the Advanced Internal Ratings-Based Approach for credit risk

the Internal Models Approach for market risk

the Standardized Approach and AMA for operational risk

With approval from FSA, MUFG and most of its major subsidiaries adopt AIRB to calculate capital requirements for credit risk, adopt the AMA to calculate capital requirements for operational risk, as for market risk, adopt the Internal Models Approach mainly to calculate general market risk and adopt the Standardized Measurement Method to calculate specific risk.

The MUFG Group's proprietary assets do not include trust assets under management and administration in a capacity of agent or fiduciary and, accordingly trust account assets are generally not included in the capital measure. However, guarantees for trust principal are counted as off-balance sheet items requiring a capital charge in accordance with the capital adequacy guidelines.

Under Basel III, as adopted by the FSA, MUFG's risk-weighted assets increased, largely reflecting the new capital charge of the credit valuation adjustment (CVA), the credit-risk-related to asset value correlation multiplier for large financial institutions, and the 250% risk-weighted threshold items not deducted from Common Equity Tier 1 capital, as well as the conversion of certain Basel II capital deductions to risk-weighted assets, such as securitizations.

On the other hand, as for the numerator of the capital ratio, there are three primary regulatory capital ratios used to assess capital adequacy, Common Equity Tier 1, Tier 1 and Total capital ratios, which are determined by dividing applicable capital components by risk-weighted assets. Tier 1 capital is redefined, and consists of Common Equity Tier 1 capital and Additional Tier 1 capital. Common Equity Tier 1 capital is a new category of capital primarily consisting of common stock, capital surplus, retained earnings, and Accumulated OCI. Regulatory adjustments including certain intangible fixed assets, such as goodwill, and defined-benefit pension fund assets will be deducted from Common Equity Tier 1. The amount of adjustments to be deducted will increase progressively over time. Additional Tier 1 capital generally consists of Basel III compliant preferred securities, other capital that meets Tier I requirements under Basel II standards, and net of regulatory adjustments. Subject to transitional measures, adjustments are made to Additional Tier 1 capital for items

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

including intangible fixed assets, such as goodwill, and foreign currency translation adjustments, with the amounts of such adjustments to Additional Tier 1 capital progressively decreasing over time. Tier 2 capital generally consists of Basel III compliant deferred obligations, such as subordinated debts, capital that meet Tier II requirements under Basel II standards, certain allowances for credit losses and noncontrolling interests in subsidiaries Tier 2 instruments. Subject to transitional measures, certain items including 45% of unrealized profit on Available-for-sale securities and revaluation of land are deducted from Tier 2 capital with the deduction amounts progressively decreasing over time. Total capital is defined as the sum of Tier 1 and Tier 2 capital.

Basel III will be adopted in accordance with transition arrangements. Examples of these transition arrangements include initially lower capital adequacy ratios that will increase progressively up to the Basel III adequacy levels as issued by BCBS. In addition, individual elements of capital will be phased out progressively over the same period of time to arrive at a capital base that is consistent with that defined by BCBS in Basel III.

Effective March 31, 2016, the FSA's capital conservation buffer, countercyclical buffer and the Global Systemically Important Bank (G-SIB), as designated by the FSB, surcharge requirements became applicable to Japanese banking institutions with international operations conducted through foreign offices. The requirements are currently being phased in and, as of March 31, 2017, MUFG is required to maintain a capital conservation buffer of 1.25% and a G-SIB surcharge of 0.75% in addition to the 4.50% minimum Common Equity Tier 1 capital ratio. As of the same date, no countercyclical buffer is applicable to MUFG. When fully implemented on March 31, 2019, MUFG will be required to maintain a capital conservation buffer of 2.5%, a countercyclical buffer of up to 2.5%, and a G-SIB surcharge of 1.5%, assuming MUFG will be in Bucket 2 of the G-SIB list.

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The risk-adjusted capital amounts and ratios of MUFG, BTMU and MUTB presented in the following table are based on amounts calculated in accordance with Japanese GAAP as required by the FSA.

	Actual		For capital adequacy purposes	
	Amount	Ratio	Amount	Ratio
	(in millions, except percentages)			
Consolidated:				
At March 31, 2016:				
Total capital (to risk-weighted assets):				
MUFG <sup>(1)</sup>	¥ 17,941,819	16.01%	¥ 10,085,791	9.00%
BTMU	14,013,211	15.66	7,156,528	8.00
MUTB	2,371,081	19.97	949,464	8.00
Tier1 capital (to risk-weighted assets):				
MUFG <sup>(1)</sup>	14,839,297	13.24	7,844,504	7.00
BTMU	11,375,227	12.71	5,367,396	6.00
MUTB	1,996,600	16.82	712,098	6.00
Common Equity Tier1 capital (to risk-weighted assets):				
MUFG <sup>(1)</sup>	13,039,875	11.63	6,163,539	5.50
BTMU	9,917,731	11.08	4,025,547	4.50
MUTB	1,900,637	16.01	534,074	4.50
At March 31, 2017:				
Total capital (to risk-weighted assets):				
MUFG <sup>(1)</sup>	¥ 18,076,158	15.85%	¥ 11,398,640	10.00%
BTMU	14,053,431	15.28	7,356,801	8.00
MUTB	2,406,555	19.80	971,933	8.00
Tier1 capital (to risk-weighted assets):				
MUFG <sup>(1)</sup>	15,232,491	13.36	9,118,912	8.00
BTMU	11,680,740	12.70	5,517,601	6.00
MUTB	2,058,449	16.94	728,950	6.00
Common Equity Tier1 capital (to risk-weighted assets):				
MUFG <sup>(1)</sup>	13,413,885	11.76	7,409,116	6.50
BTMU	10,245,812	11.14	4,138,201	4.50
MUTB	1,928,970	15.87	546,713	4.50
Stand-alone:				
At March 31, 2016:				
Total capital (to risk-weighted assets):				
BTMU	¥ 12,833,360	17.51%	¥ 5,862,233	8.00%
MUTB	2,358,700	21.08	895,049	8.00
Tier1 capital (to risk-weighted assets):				

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BTMU	10,446,709	14.25	4,396,675	6.00
MUTB	1,952,951	17.45	671,286	6.00
Common Equity Tier1 capital (to risk-weighted assets):				
BTMU	9,019,479	12.30	3,297,506	4.50
MUTB	1,855,526	16.58	503,465	4.50
At March 31, 2017:				
Total capital (to risk-weighted assets):				
BTMU	¥ 12,823,393	16.70%	¥ 6,140,606	8.00%
MUTB	2,426,482	20.48	947,592	8.00
Tier1 capital (to risk-weighted assets):				
BTMU	10,655,522	13.88	4,605,455	6.00
MUTB	2,067,034	17.45	710,694	6.00
Common Equity Tier1 capital (to risk-weighted assets):				
BTMU	9,247,740	12.04	3,454,091	4.50
MUTB	1,937,599	16.35	533,020	4.50

Note:

- (1) Effective March 31, 2016, the FSA's capital conservation buffer, countercyclical buffer and G-SIB surcharge requirements became applicable to Japanese banking institutions with international operations conducted through foreign offices. As a result, in addition to the 4.50% minimum Common Equity Tier 1 capital ratio, MUFG is required to maintain a capital conservation buffer of 0.625% and a

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

G-SIB surcharge of 0.375% as of March 31, 2016 and a capital conservation buffer of 1.25% and a G-SIB surcharge of 0.75% as of March 31, 2017. As of the same date, the countercyclical buffer applicable to MUFG is nil.

MUMSS and other securities subsidiaries in Japan and overseas are also subject to regulatory capital requirements of the countries or jurisdictions in which they operate. In Japan, the Financial Instruments and Exchange Act and related ordinance require financial instruments firms to maintain a minimum capital ratio of 120% calculated as a percentage of capital accounts less certain fixed assets, as determined in accordance with Japanese GAAP, against amounts equivalent to market, counterparty credit and operations risks. Specific guidelines are issued as a ministerial ordinance which details the definition of essential components of the capital ratios, including capital, deductible fixed asset items and risks, and related measures. Failure to maintain a minimum capital ratio will trigger mandatory regulatory actions. A capital ratio of less than 140% will call for regulatory reporting and a capital ratio of less than 100% may lead to a suspension of all or part of the business for a period of time and cancellation of a registration.

At March 31, 2016, MUMSS's capital accounts less certain fixed assets of ¥416,123 million on a stand-alone basis and ¥441,101 million on a consolidated basis, were 278.1% and 279.3% of the total amounts equivalent to market, counterparty credit and operations risks, respectively. At March 31, 2017, its capital accounts less certain fixed assets of ¥426,133 million on a stand-alone basis and ¥451,285 million on a consolidated basis, were 323.0% and 324.7% of the total amounts equivalent to market, counterparty credit and operations risks, respectively.

Management believes, as of March 31, 2017, that MUFG, BTMU, MUTB, MUMSS and other regulated securities subsidiaries met all capital adequacy requirements to which they are subject.

***United States of America***

In the United States of America, MUAH and its banking subsidiary MUFG Union Bank, N.A. ( MUB ), BTMU's largest subsidiaries operating outside Japan, are subject to various regulatory capital requirements administered by the U. S. Federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a material effect on MUAH's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, MUAH and MUB must meet specific capital guidelines that involve quantitative measures of MUAH's and MUB's assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. MUAH's capital amounts and MUB's prompt corrective action classification are also subject to qualitative judgments by the regulators about components, risk-weightings and other factors. Prompt corrective action provisions are not applicable to bank holding companies such as MUAH. MUB is subject to laws and regulations that limit the amount of dividends MUB can pay to MUAH.

Quantitative measures established by regulation to help ensure capital adequacy require MUAH and MUB to maintain minimum amounts and ratios (set forth in the tables below) of Total and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined) and of Tier 1 capital (as defined) to quarterly average assets (as defined).

In July 2013, the Board of Governors of the Federal Reserve System and the other U.S. Federal banking agencies adopted final rules making significant changes to the U.S. regulatory capital framework for U.S. banking

organizations (U.S. Basel III). The final rules are intended to conform this framework to the BCBS current international regulatory capital accord (Basel III). These rules replace the U.S. Federal banking agencies' general risk-based capital rules (commonly known as Basel I), advanced approaches rules (commonly known as Basel II) that are applicable to certain large banking organizations (including MUB), and leverage rules, and are subject to certain transition provisions. Among other requirements, the U.S. Basel III rules revise the definition of capital, increase minimum capital ratios, and introduce a minimum Common Equity Tier 1 capital

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ratio of 4.5% and a capital conservation buffer of 2.5% (for a total minimum Common Equity Tier 1 capital ratio of 7.0%) and a potential countercyclical buffer of up to 2.5%, which would be imposed by regulators at their discretion if it is determined that a period of excessive credit growth is contributing to an increase in financial institution systemic risk; mandate a Tier 1 leverage ratio of 4% and introduce, for large and internationally active bank holding companies, a Tier 1 Supplementary Leverage Ratio that is currently set at 3% and which incorporates off-balance sheet exposures; revise Basel I rules for calculating risk-weighted assets under a standardized approach; modify the existing Basel II advanced approaches rules for calculating risk-weighted assets under U.S. Basel III; and eliminate, for advanced approaches institutions, over a four-year phase-in period beginning on January 1, 2014, the Accumulated OCI or loss exclusion that had applied under Basel I and Basel II rules.

As a result of the Federal Reserve's approval of MUAH's request to opt out of the advanced approaches methodology in the fourth quarter of 2014, MUAH calculated its regulatory capital ratios under U.S. Basel I rules at December 31, 2014 and became subject to the U.S. Basel III standardized approach on January 1, 2015, with certain provisions subject to phase-in periods. As permitted for institutions not subject to the advanced approaches methodology, MUAH made a one-time permanent election in the first quarter of 2015 to exclude certain components of the Accumulated OCI from its regulatory capital calculations. MUB continues to be subject to the advanced approaches rules. Advanced approaches institutions were required to apply U.S. Basel III rules beginning on January 1, 2014. The U.S. Basel III rules are scheduled to be substantially phased in by January 1, 2019. Effective June 30, 2015, MUAH updated the methodologies applied to the calculation of its regulatory capital ratios due to recent regulatory guidance, which clarified the treatment of certain off-balance sheet credit exposures. These methodologies were applied to MUAH's capital ratios and increased the ratios by approximately 50 basis points. This change did not affect MUB's ratios as the U.S. Office of the Comptroller of the Currency (OCC) had previously adopted this guidance.

As required under U.S. Basel III rules, the 2.5% capital conservation buffer is being implemented on a phased-in basis in equal increments of 0.625% per year over a four-year period that commenced on January 1, 2016. MUAH and MUB would satisfy the minimum capital requirements including the capital conservation buffer on a fully phased-in basis if those requirements were effective as of September 30, 2016.

The figures on the table below are calculated according to U.S. Basel III as of December 31, 2015 and 2016. MUAH's actual capital amounts and ratios are presented as follows:

	Actual		Minimum capital ratios required <sup>(1)</sup>	
	Amount	Ratio	Amount	Ratio
	(in millions, except percentages)			
MUAH:				
At December 31, 2015:				
Total capital (to risk-weighted assets)	\$ 14,747	15.56%	\$ 7,582	8.000%
Tier I capital (to risk-weighted assets)	12,923	13.64	5,687	6.000
Tier I capital (to quarterly average assets) <sup>(2)</sup>	12,923	11.40	4,535	4.000



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Common Equity Tier I capital (to risk-weighted assets)	12,920	13.63	4,265	4.500
At December 31, 2016:				
Total capital (to risk-weighted assets)	\$ 16,431	16.45%	\$ 8,617	8.625%
Tier I capital (to risk-weighted assets)	14,757	14.77	6,619	6.625
Tier I capital (to quarterly average assets) <sup>(2)</sup>	14,757	9.92	5,952	4.000
Common Equity Tier I capital (to risk-weighted assets)	14,757	14.77	5,120	5.125

Notes:

- (1) Beginning January 1, 2016, the minimal capital requirement includes a capital conservation buffer of 0.625%.
- (2) Excludes certain deductions.

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The figures on the table below are calculated according to U.S. Basel III as of December 31, 2015 and 2016. MUB's actual capital amounts and ratios are presented as follows:

	Actual		Minimum capital ratios required <sup>(1)</sup>		Ratios OCC requires to be well capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
(in millions, except percentages)						
<b>MUB:</b>						
At December 31, 2015:						
Total capital (to risk-weighted assets)	\$ 14,003	14.91%	\$ 7,514	8.000%	\$ 9,393	10.00%
Tier I capital (to risk-weighted assets)	12,384	13.18	5,636	6.000	7,514	8.00
Tier I capital (to quarterly average assets) <sup>(2)</sup>	12,384	11.03	4,490	4.000	5,612	5.00
Common Equity Tier I capital (to risk-weighted assets)	12,384	13.18	4,227	4.500	6,105	6.50
At December 31, 2016:						
Total capital (to risk-weighted assets)	\$ 14,560	16.29%	\$ 7,709	8.625%	\$ 8,938	10.00%
Tier I capital (to risk-weighted assets)	13,056	14.61	5,922	6.625	7,151	8.00
Tier I capital (to quarterly average assets) <sup>(2)</sup>	13,056	11.46	4,558	4.000	5,697	5.00
Common Equity Tier I capital (to risk-weighted assets)	13,056	14.61	4,581	5.125	5,810	6.50

## Notes:

(1) Beginning January 1, 2016, the minimal capital requirement includes a capital conservation buffer of 0.625%.

(2) Excludes certain deductions.

Management believes, as of December 31, 2016, that MUAH and MUB met all capital adequacy requirements to which they are subject.

As of December 31, 2015 and 2016, the notification from the OCC categorized MUB as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, MUB must maintain a minimum total risk-based capital ratio of 10% as of December 31, 2015 and 2016, a Tier I risk-based capital ratio of 8% as of December 31, 2015 and 2016, a Tier I capital to quarterly average assets of 5% as of December 31, 2015 and 2016, and Common Equity Tier I risk-based capital ratio of 6.5% as of December 31, 2015 and 2016, as set forth in the table. There are no conditions or events since that notification that management believes have changed MUB's category.



**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****23. EARNINGS PER COMMON SHARE APPLICABLE TO COMMON SHAREHOLDERS OF MUFG**

Reconciliations of net income and weighted average number of common shares outstanding used for the computation of basic EPS to the adjusted amounts for the computation of diluted EPS for the fiscal years ended March 31, 2015, 2016 and 2017 are as follows:

	2015	2016 (in millions)	2017
<b>Income (Numerator):</b>			
Net income attributable to Mitsubishi UFJ Financial Group	¥ 1,531,127	¥ 802,332	¥ 202,680
Income allocable to preferred shareholders:			
Cash dividends paid	(8,970)		
Earnings applicable to common shareholders of Mitsubishi UFJ Financial Group	1,522,157	802,332	202,680
Effect of dilutive instruments:			
Stock acquisition rights and restricted stock units Morgan Stanley	(2,360)	(2,704)	(3,212)
Earnings applicable to common shareholders of Mitsubishi UFJ Financial Group and assumed conversions	¥ 1,519,797	¥ 799,628	¥ 199,468
	2015	2016 (thousands of shares)	2017
<b>Shares (Denominator):</b>			
Weighted average common shares outstanding	14,118,469	13,885,842	13,574,314
Effect of dilutive instruments:			
Convertible preferred stock	1		
Stock acquisition rights and the common shares of MUFG under Board Incentive Plan	19,175	17,474	10,571
Weighted average common shares for diluted computation	14,137,645	13,903,316	13,584,885
	2015	2016 (in yen)	2017
<b>Earnings per common share applicable to common shareholders of Mitsubishi UFJ Financial Group:</b>			
Basic earnings per common share:			

Earnings applicable to common shareholders of Mitsubishi UFJ Financial Group	¥	107.81	¥	57.78	¥	14.93
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Diluted earnings per common share:

Earnings applicable to common shareholders of Mitsubishi UFJ Financial Group	¥	107.50	¥	57.51	¥	14.68
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On August 1, 2014, all outstanding Class 11 Preferred Stock were mandatorily converted into shares of common stock at a conversion price of ¥802.6. The impact of the mandatory conversion of Class 11 Preferred Stock was reflected in computations of EPS and diluted EPS for the fiscal year ended March 31, 2015.

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**24. DERIVATIVE FINANCIAL INSTRUMENTS**

The MUFG Group uses various derivative financial instruments both for trading purposes and for purposes other than trading (primarily risk management purposes) in the normal course of business to meet the financial needs of its customers, as a source of revenue and to manage its exposures to a variety of risks.

Market risk is the possibility that future changes in market indices make the financial instruments less valuable. The MUFG Group is a party to derivative financial instruments, including swaps, forwards, options and other types of derivatives, dealing primarily with market risk associated with interest rates, foreign currencies, equity and commodity prices, and credit risk associated with counterparty's nonperformance of transactions.

Credit risk is the possibility that a loss may result from a counterparty's failure to perform according to the terms and conditions of the contract, which may exceed the value of underlying collateral. To reduce credit risk, the MUFG Group may require collateral or guarantees based on a case-by-case assessment of creditworthiness of each customer and evaluation of the instrument. The MUFG Group also uses master netting agreements in order to mitigate overall counterparty credit risk.

***Trading Activities***

The MUFG Group's trading activities include dealing and customer accommodation activities. As part of its trading activities, the MUFG Group offers a variety of derivative financial instruments for managing interest rate and foreign exchange risk to its domestic and foreign corporate and financial institution customers. The MUFG Group also enters into other types of derivative transactions, including equity and credit-related contracts, for its own account.

***Risk Management Activities***

As part of the MUFG Group's risk management activities, asset and liability management is viewed as one of the methods for the MUFG Group to manage its interest rate exposures on interest-bearing assets and liabilities. The MUFG Group uses certain derivative financial instruments in order to minimize significant unplanned fluctuations in earnings that are caused by interest rate volatility. For example, an increase or a decrease in interest income and interest expense on hedged variable rate assets and liabilities as a result of interest rate fluctuations are expected to substantially offset the variability in earnings by gains and losses on the derivative instruments that are linked to these hedged assets and liabilities.

The MUFG Group enters into interest rate swaps and other contracts primarily to manage the interest rate risk of its loans, investment securities and deposit liabilities. Interest rate contracts, which are generally non-leveraged generic interest rate and basis swaps, options and futures, allow the MUFG Group to effectively manage its interest rate risk position. Option contracts primarily consist of caps, floors, swaptions and options on index futures. Futures contracts used for asset and liability management activities are primarily index futures providing for cash payments based upon the movement of an underlying rate index.

The MUFG Group enters into forward exchange contracts, currency swaps and other contracts in response to currency exposures resulting from on-balance sheet assets and liabilities denominated in foreign currencies in order to limit the

net foreign exchange position by currency to an appropriate level.

***Derivatives Designated as Hedges***

The MUFG Group adopts hedging strategies and applies hedge accounting to certain derivative transactions entered by MUAH whose fiscal period ends on December 31.

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MUAH uses interest rate swaps to hedge the risk of changes in cash flows attributable to changes in the designated benchmark interest rate on the London Interbank Offered Rate ( LIBOR ) indexed loans, and to a lesser extent, to hedge interest rate risk on rollover debt.

MUAH used interest rate swaps with a notional amount of ¥1,764.8 billion at December 31, 2016 to hedge the risk of changes in cash flows attributable to changes in the designated benchmark interest rate on LIBOR indexed loans. To the extent effective, payments received (or paid) under the swap contract offset fluctuations in interest income on loans caused by changes in the relevant LIBOR index. MUAH used interest rate swaps with a notional amount of ¥36 billion at December 31, 2016 to hedge the risk of changes in cash flows attributable to changes in the designated benchmark interest rate on LIBOR indexed short-term borrowings. At December 31, 2016, the weighted average remaining life of the active cash flow hedges was 3.67 years.

For cash flow hedges, the effective portion of the gain or loss on the hedging instruments is reported as a component of OCI and reclassified into earnings in the same period or periods during which the hedged cash flows are recognized in net interest income. Gains and losses representing hedge ineffectiveness are recognized in non-interest expense in the period in which they arise. At December 31, 2016, MUAH expects to reclassify approximately ¥9.8 billion of income from Accumulated OCI to net interest income during the year ending December 31, 2017. This amount could differ from amounts actually realized due to changes in interest rates, hedge terminations and the addition of other hedges subsequent to December 31, 2016.

*Fair Value Hedges*

MUAH engages in an interest rate hedging strategy in which one or more interest rate swaps are associated with a specified interest-bearing liability, in order to convert the liability from a fixed rate to a floating rate instrument. This strategy mitigates the changes in fair value of the hedged liability caused by changes in the designated benchmark interest rate, U.S. dollar LIBOR.

For fair value hedges, any ineffectiveness is recognized in non-interest expense in the period in which it arises. The change in the fair value of the hedged item and the hedging instrument, to the extent completely effective, offsets with no impact on earnings. For the fiscal years ended December 31, 2015 and 2016, MUAH recorded gains on the hedging instruments and losses on the hedged liability, both of which were less than ¥1 billion.

*Notional Amounts of Derivative Contracts*

The following table summarizes the notional amounts of derivative contracts at March 31, 2016 and 2017:

<b>Notional amounts<sup>(1)</sup></b>	
<b>2016</b>	<b>2017</b>



	<b>(in trillions)</b>	
Interest rate contracts	¥ 1,179.7	¥ 1,252.7
Foreign exchange contracts	215.6	216.9
Equity contracts	4.2	4.7
Commodity contracts	0.7	0.5
Credit derivatives	6.3	6.0
Others	3.6	4.3
<b>Total</b>	<b>¥ 1,410.1</b>	<b>¥ 1,485.1</b>

Note:

(1) Includes both written and purchased positions.

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Impact of Derivatives on the Consolidated Balance Sheets***

The following table summarizes fair value information on derivative instruments that are recorded on the MUFG Group's consolidated balance sheets at March 31, 2016 and 2017:

	Fair value of derivative instruments					
	2016 <sup>(1)(5)</sup>			2017 <sup>(1)(5)</sup>		
	Not designated as hedges <sup>(2)</sup>	Designated as hedges <sup>(3)</sup>	Total derivatives <sup>(4)</sup>	Not designated as hedges <sup>(2)</sup>	Designated as hedges <sup>(3)</sup>	Total derivatives <sup>(4)</sup>
	(in billions)					
<b>Derivative assets:</b>						
Interest rate contracts	¥ 16,482	¥ 9	¥ 16,491	¥ 14,240	¥ 2	¥ 14,242
Foreign exchange contracts	4,696		4,696	4,301		4,301
Equity contracts	183		183	188		188
Commodity contracts	75		75	35		35
Credit derivatives	61		61	67		67
Others	3		3	2		2
<b>Total derivative assets</b>	<b>¥ 21,500</b>	<b>¥ 9</b>	<b>¥ 21,509</b>	<b>¥ 18,833</b>	<b>¥ 2</b>	<b>¥ 18,835</b>
<b>Derivative liabilities:</b>						
Interest rate contracts	¥ 16,276	¥ 2	¥ 16,278	¥ 14,305	¥ 23	¥ 14,328
Foreign exchange contracts	4,335		4,335	4,084		4,084
Equity contracts	212		212	182		182
Commodity contracts	71		71	31		31
Credit derivatives	54		54	58		58
Others <sup>(6)</sup>	(132)		(132)	(121)		(121)
<b>Total derivative liabilities</b>	<b>¥ 20,816</b>	<b>¥ 2</b>	<b>¥ 20,818</b>	<b>¥ 18,539</b>	<b>¥ 23</b>	<b>¥ 18,562</b>

## Notes:

- (1) The fair value of derivative instruments is presented on a gross basis even when derivative instruments are subject to master netting agreements. Cash collateral payable and receivable associated with derivative instruments are not added to or netted against the fair value amounts.
- (2) The derivative instruments which are not designated as a hedging instrument are held for trading and risk management purposes, and are presented in Trading account assets/liabilities except for (6).
- (3)

The MUFG Group adopts hedging strategies and applies hedge accounting to certain derivative transactions entered into by MUAH. The derivative instruments which are designated as hedging instruments are presented in Other assets or Other liabilities on the accompanying consolidated balance sheets.

- (4) This table does not include contracts with embedded derivatives for which the fair value option has been elected.
- (5) For more information about fair value measurement and assumptions used to measure the fair value of derivatives, see Note 32.
- (6) Others include mainly bifurcated embedded derivatives carried at fair value, which are presented in Deposits and Long-term debt.

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Impact of Derivatives and Hedged Items on the Consolidated Statements of Income and Accumulated OCI***

The following tables provide more detailed information regarding the derivative-related impact on the accompanying consolidated statements of income and Accumulated OCI by accounting designation for the fiscal years ended March 31, 2015, 2016 and 2017:

Gains and losses for trading and risk management derivatives (not designated as hedging instruments)

	<b>Trading and risk management derivatives gains and losses (Not designated as hedging instruments)</b>												
	<b>2015</b>			<b>2016</b>			<b>2017</b>						
	<b>Foreign exchange gains (losses) net</b>	<b>Trading account profits (losses) net</b>	<b>Total</b>	<b>Foreign exchange gains (losses) net</b>	<b>Trading account profits (losses) net</b>	<b>Total</b>	<b>Foreign exchange gains (losses) net</b>	<b>Trading account profits (losses) net</b>	<b>Total</b>				
Interest rate contracts	¥	¥ 262	¥ 262	¥	¥ 244	¥ 244	¥	¥ (137)	¥ (137)				
Foreign exchange contracts	(217)		(217)	368		368	(183)		(183)				
Equity contracts		(255)	(255)		149	149		(153)	(153)				
Commodity contracts		(6)	(6)		2	2		2	2				
Credit derivatives		5	5		12	12		18	18				
Others	(1)	(43)	(44)	6	27	33		(55)	(55)				
<b>Total</b>	<b>¥ (218)</b>	<b>¥ (37)</b>	<b>¥ (255)</b>	<b>¥ 374</b>	<b>¥ 434</b>	<b>¥ 808</b>	<b>¥ (183)</b>	<b>¥ (325)</b>	<b>¥ (508)</b>				

Gains and losses for derivatives designated as cash flow hedges

	<b>2015</b>			<b>2016</b>			<b>2017</b>		
	<b>(in billions)</b>								
<b>Gains (losses) recognized in Accumulated OCI on derivative instruments (Effective portion)</b>									
Interest rate contracts	¥	13	¥	24	¥	(3)			
<b>Total</b>	<b>¥</b>	<b>13</b>	<b>¥</b>	<b>24</b>	<b>¥</b>	<b>(3)</b>			

**Gains reclassified from Accumulated OCI into income  
(Effective portion)**

Interest rate contracts <sup>(1)</sup>	¥	12	¥	21	¥	18
Total	¥	12	¥	21	¥	18

Note:

(1) Included in Interest income.

***Embedded Derivatives***

Features embedded in other non-derivative hybrid contracts are separated from the host contracts and measured at fair value when they are not clearly and closely related to the host contracts and meet the definition of a derivative. The change in the fair value of such an embedded derivative is recognized currently in earnings, unless it qualifies as a hedge. The fair value of the embedded derivative is presented in the accompanying consolidated balance sheets with the host contract.

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Credit Derivatives***

The MUFG Group enters into credit derivatives to manage its credit risk exposure, to facilitate client transactions, and for proprietary trading purposes, under which they provide the counterparty protection against the risk of default on a set of debt obligations issued by a specified reference entity or entities. Types of such credit derivatives primarily include single name credit default swaps, index and basket credit default swaps. The MUFG Group will have to perform under a credit derivative if a credit event as defined under the contract occurs. Such credit events include bankruptcy, dissolution or insolvency of the referenced entity, default and restructuring of the obligations of the referenced entity. The MUFG Group's counterparties are banks, broker-dealers, insurance and other financial institutions. The contractual or notional amounts of these credit derivatives represent the maximum potential amounts of future payments without consideration of possible recoveries under recourse provisions or from collateral held or pledged.

The table below summarizes certain information regarding protection sold through credit derivatives as of March 31, 2016 and 2017:

At March 31, 2016:	Protection sold Maximum potential/Notional amount by expiration period			Total	Fair value (Asset)/ Liability <sup>(1)</sup>
	1 year or less	1-5 years	Over 5 years (in millions)		
Single name credit default swaps:					
Investment grade <sup>(2)</sup>	¥ 459,003	¥ 1,372,477	¥ 29,906	¥ 1,861,386	¥ (18,680)
Non-investment grade	66,924	288,761	6,300	361,985	5,815
Not rated	21,387	4,700		26,087	715
<b>Total</b>	<b>547,314</b>	<b>1,665,938</b>	<b>36,206</b>	<b>2,249,458</b>	<b>(12,150)</b>
Index and basket credit default swaps held by BTMU:					
Investment grade <sup>(2)</sup>	4,237	194,196	163,468	361,901	(5,278)
Non-investment grade	2,880	28,000		30,880	(320)
<b>Total</b>	<b>7,117</b>	<b>222,196</b>	<b>163,468</b>	<b>392,781</b>	<b>(5,598)</b>
Index and basket credit default swaps held by MUSHD:					
Investment grade <sup>(2)</sup>	46,000	166,794		212,794	(3,224)
Non-investment grade	9,384	58,238		67,622	(1,134)

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Not rated	4,986	97,135	102,121	(4,148)	
Total	60,370	322,167	382,537	(8,506)	
Total index and basket credit default swaps sold	67,487	544,363	163,468	775,318	(14,104)
Total credit default swaps sold	¥ 614,801	¥ 2,210,301	¥ 199,674	¥ 3,024,776	¥ (26,254)

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

At March 31, 2017:	Protection sold Maximum potential/Notional amount by expiration period			Total	Fair value (Asset)/ Liability <sup>(1)</sup>
	1 year or less	1-5 years	Over 5 years (in millions)		
Single name credit default swaps:					
Investment grade <sup>(2)</sup>	¥ 627,355	¥ 949,129	¥ 29,493	¥ 1,605,977	¥ (21,005)
Non-investment grade	107,663	349,886	6,580	464,129	1,654
Not rated	5,973	5,981		11,954	(516)
<b>Total</b>	<b>740,991</b>	<b>1,304,996</b>	<b>36,073</b>	<b>2,082,060</b>	<b>(19,867)</b>
Index and basket credit default swaps held by BTMU:					
Investment grade <sup>(2)</sup>	7,000	198,335	63,767	269,102	(4,145)
Non-investment grade	17,000	52,145	21,316	90,461	(837)
<b>Total</b>	<b>24,000</b>	<b>250,480</b>	<b>85,083</b>	<b>359,563</b>	<b>(4,982)</b>
Index and basket credit default swaps held by MUSHD:					
Investment grade <sup>(2)</sup>	14,000	72,192	1,000	87,192	(1,278)
Non-investment grade	21,000	73,000		94,000	(1,725)
Not rated	16,228	194,533		210,761	(11,734)
<b>Total</b>	<b>51,228</b>	<b>339,725</b>	<b>1,000</b>	<b>391,953</b>	<b>(14,737)</b>
<b>Total index and basket credit default swaps sold</b>	<b>75,228</b>	<b>590,205</b>	<b>86,083</b>	<b>751,516</b>	<b>(19,719)</b>
<b>Total credit default swaps sold</b>	<b>816,219</b>	<b>1,895,201</b>	<b>122,156</b>	<b>2,833,576</b>	<b>(39,586)</b>
Other credit derivatives sold <sup>(3)</sup>					
Investment grade		78,553		78,553	
<b>Total credit derivatives</b>	<b>¥ 816,219</b>	<b>¥ 1,973,754</b>	<b>¥ 122,156</b>	<b>¥ 2,912,129</b>	<b>¥ (39,586)</b>

Notes:



- (1) Fair value amounts are shown on a gross basis prior to cash collateral or counterparty netting.
- (2) The MUFG Group considers ratings of Baa3/BBB- or higher to meet the definition of investment grade.
- (3) Other credit derivatives primarily consist of total return swaps.

*Single name credit default swaps* A credit default swap protects the buyer against the loss of principal on a bond or loan in case of a default by the issuer. The protection buyer pays a premium to the MUFG Group and is protected for the period of the credit default swap. As the seller of protection, the MUFG Group in turn will have to perform under a credit default swap if a credit event as defined under the contracts occurs. In order to provide an indication of the current payment/performance risk of the credit default swaps, the external credit ratings, primarily those provided by Moody's and Standard & Poor's (S&P), of the underlying reference entity of the credit default swaps are disclosed.

*Index and basket credit default swaps* Index and basket credit default swaps are credit default swaps that reference multiple names through underlying baskets or portfolios of single name credit default swaps. Typically, in the event of a default on one of the underlying names, the MUFG Group, as the seller of protection, will have to pay a pro-rata portion of the total notional amount of the credit default index or basket contract. In order to provide an indication of the current payment/performance risk of these credit default swaps, BTMU and MUSHD rating scale based upon the entity's internal ratings, which generally correspond to ratings defined by primarily Moody's and S&P, of the underlying reference entities comprising the basket or index were calculated and disclosed.

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The MUFG Group may economically hedge its exposure to credit derivatives by entering into offsetting derivative contracts. The carrying value and notional amounts of credit protection sold in which the MUFG Group held purchased protection with identical underlying referenced entities were approximately ¥22 billion and ¥2,612 billion, respectively, at March 31, 2016, and approximately ¥33 billion and ¥2,327 billion, respectively, at March 31, 2017.

Collateral is held by the MUFG Group in relation to these instruments. Collateral requirements are determined at the counterparty level and cover numerous transactions and products as opposed to individual contracts.

***Credit Risk, Liquidity Risk and Credit-risk-related Contingent Features***

Certain of the MUFG Group's derivative instruments contain provisions that require the MUFG Group's debt to maintain an investment grade credit rating from each of the major credit rating agencies. If the MUFG Group's debt were to fall below investment grade, it would be in violation of these provisions, and the counterparties to the derivative instruments could request payments on early termination or demand immediate and ongoing full overnight collateralization on derivative instruments in net liability positions. The aggregate fair value of all derivative instruments with credit-risk-related contingent features that were in a liability position at March 31, 2016 and 2017 was approximately ¥2.0 trillion and ¥1.0 trillion, respectively, for which the MUFG Group has posted collateral of approximately ¥370 billion and ¥251 billion, respectively, in the normal course of business. The amount of additional collateral and early termination amount which could be requested if the MUFG Group's debt falls below investment grade was ¥156 billion and ¥85 billion, respectively, as of March 31, 2016 and ¥81 billion and ¥79 billion, respectively, as of March 31, 2017.

**25. OBLIGATIONS UNDER GUARANTEES AND OTHER OFF-BALANCE SHEET INSTRUMENTS*****Obligations under Guarantees***

The MUFG Group provides customers with a variety of guarantees and similar arrangements, including standby letters of credit, financial and performance guarantees, credit protection, liquidity facilities, other off-balance sheet credit-related support and similar instruments, in order to meet the customers' financial and business needs. The tables below present the contractual or notional amounts of such guarantees at March 31, 2016 and 2017. The contractual or notional amounts of these instruments represent the maximum potential amounts of future payments without consideration of possible recoveries under recourse provisions or from collateral held or pledged.

For certain types of derivatives, such as written interest rate options and written currency options, the maximum potential future payments are unlimited. Accordingly, it is impracticable to estimate the maximum potential amount of future payments. As such, the notional amounts of the related contracts, other than the maximum potential payments, are included in the table.

The MUFG Group mitigates its credit risk exposure resulting from guarantees by utilizing various techniques, including collateralization in the form of cash, securities, and real estate properties based on management's credit assessment of the guaranteed parties and the related credit profile. In order to manage the credit risk exposure, the

MUFG Group also enters into sub-participation contracts with third parties who will fund a portion of the credit facility and bear its share of the loss to be incurred in the event that the customer fails to fulfill its obligations. The following table includes guarantees of ¥378.2 billion and ¥390.4 billion at March 31, 2016 and 2017, respectively, which are syndicated out to third parties. The contractual or notional amounts summarized in the following table do not necessarily bear any direct relationship to the future actual credit exposure, primarily because of risk management techniques of the MUFG Group.

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	Maximum potential/ Contractual or Notional amount	Amount by expiration period		
		1 year or less	1-5 years	Over 5 years
<b>At March 31, 2016:</b>				
		(in billions)		
Standby letters of credit and financial guarantees	¥ 3,874	¥ 2,230	¥ 1,198	¥ 446
Performance guarantees	2,909	1,937	886	86
Derivative instruments <sup>(1)</sup>	45,894	17,421	22,989	5,484
Liabilities of trust accounts	8,636	6,384	721	1,531
<b>Total</b>	<b>¥ 61,313</b>	<b>¥ 27,972</b>	<b>¥ 25,794</b>	<b>¥ 7,547</b>

	Maximum potential/ Contractual or Notional amount	Amount by expiration period		
		1 year or less	1-5 years	Over 5 years
<b>At March 31, 2017:</b>				
		(in billions)		
Standby letters of credit and financial guarantees	¥ 3,775	¥ 2,494	¥ 926	¥ 355
Performance guarantees	2,968	2,037	836	95
Derivative instruments <sup>(1)</sup>	44,249	16,590	20,717	6,942
Liabilities of trust accounts	9,561	6,568	668	2,325
Others	5		1	4
<b>Total</b>	<b>¥ 60,558</b>	<b>¥ 27,689</b>	<b>¥ 23,148</b>	<b>¥ 9,721</b>

Note:

(1) Credit derivatives sold by the MUFG Group are excluded from this presentation.

*Nature of Guarantee Contracts*

Standby letters of credit and financial guarantees generally include an obligation of an issuer or a designated third-party to guarantee the performance of the customer to the beneficiary under the terms of contracts such as lending contracts and other similar financial transactions. The MUFG Group is required to make payments to the guaranteed parties in the event that the customers fail to fulfill the obligations under the contracts. The guarantees whose contractual maturities are over 5 years are mainly comprised of guarantees of housing loans.

Performance guarantees are contracts that contingently require the MUFG Group to make payments to the guaranteed party based on another party's failure to perform under an obligating agreement, except financial obligation. For example, performance guarantees include guarantees of completion of construction projects.

Derivative instruments that are deemed to be included within the definition of guarantees as prescribed in the guidance on guarantees include certain written options and credit default swaps. In order for the MUFG Group to determine if those derivative instruments meet the definition of guarantees as prescribed in the guidance on guarantees, the MUFG Group has to track whether the counterparties are actually exposed to losses that will result from the adverse change in the underlyings. Accordingly, the MUFG Group has disclosed information on all credit default swaps and certain written options for which there is a possibility of meeting the definition of guarantees as prescribed in the guidance on guarantees, regardless of whether the counterparties have assets or liabilities related to the underlyings of the derivatives. However, credit derivatives sold by the MUFG Group at March 31, 2016 and 2017 are excluded from this presentation, as they are disclosed in Note 24.

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Liabilities of trust accounts represent the trustee's potential responsibility for temporary payments to creditors of liabilities of trust accounts making use of funds of the MUFG Group, unless there are certain agreements with trust creditors that have provisions limiting the MUFG Group's exposure as a trustee to the trust account assets. A trust may incur external liabilities to obtain certain services during the terms of the trust arrangement. While, in principle, any liabilities of a trust are payable by the trust account and its beneficiaries, a trustee's responsibility may be interpreted to encompass temporary payments for the trust account liabilities when the trust account does not maintain sufficient liquidity available for such liabilities unless the agreement with trust creditors limits the trustee's exposure to the trust account assets. At March 31, 2016 and 2017, there were liabilities of ¥8,636 billion and ¥9,561 billion, respectively, in the segregated records of trust accounts including the amounts related to liabilities with provisions limiting trustee responsibility. Liabilities of trust accounts principally included obligations to return collateral under security lending transactions. The MUFG Group has experienced no significant losses on such responsibilities and its exposure to the risk associated with the temporary payments is judged to be remote because trust account liabilities are generally covered by the corresponding trust account assets; the MUFG Group continuously monitors the liabilities of trust accounts and assesses the trust account's ability to perform its obligations to prevent any unfavorable outcomes; and the MUFG Group claims its recourse for its temporary payments against the trust account assets and the beneficiaries.

*Carrying Amount*

At March 31, 2016 and 2017, the carrying amounts of the liabilities related to guarantees and similar instruments set forth above were ¥1,650,043 million and ¥1,329,475 million, respectively, which are included in Other liabilities and Trading account liabilities. The guarantees and similar instruments comprising the largest components of the total were options sold in the amount of ¥1,606,885 million and ¥1,290,563 million as of March 31, 2016 and 2017, respectively. Credit derivatives sold by the MUFG Group at March 31, 2016 and 2017 are excluded from this presentation, as they are disclosed in Note 24. In addition, Other liabilities also include an allowance for off-balance sheet instruments of ¥36,466 million and ¥79,803 million at March 31, 2016 and 2017, respectively, related to these transactions.

*Performance Risk*

The MUFG Group monitors performance risk of its guarantees using the same credit rating system utilized for estimating probabilities of default with its loan portfolio. The MUFG Group's credit rating system is consistent with both the method of evaluating credit risk under Basel III and those of third-party credit rating agencies. On certain underlying referenced credits or entities, ratings are not available. Such referenced credits are included in the "Not rated" category in the following tables.

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Presented in the tables below is the maximum potential amount of future payments classified based upon internal credit ratings as of March 31, 2016 and 2017. The determination of the maximum potential future payments is based on the notional amount of the guarantees without consideration of possible recoveries under recourse provisions or from collateral held or pledged. Such amounts do not represent the anticipated losses, if any, on these guarantees.

<b>At March 31, 2016:</b>	<b>Maximum potential/ Contractual or Notional amount</b>	<b>Amount by borrower grade</b>			
		<b>Normal</b>	<b>Close Watch<sup>(1)</sup> (in billions)</b>	<b>Likely to become Bankrupt or Legally/ Virtually Bankrupt<sup>(2)</sup></b>	<b>Not rated</b>
Standby letters of credit and financial guarantees	¥ 3,874	¥ 3,689	¥ 162	¥ 15	¥ 8
Performance guarantees	2,909	2,811	51	22	25
<b>Total</b>	<b>¥ 6,783</b>	<b>¥ 6,500</b>	<b>¥ 213</b>	<b>¥ 37</b>	<b>¥ 33</b>

<b>At March 31, 2017:</b>	<b>Maximum potential/ Contractual or Notional amount</b>	<b>Amount by borrower grade</b>			
		<b>Normal</b>	<b>Close Watch<sup>(1)</sup> (in billions)</b>	<b>Likely to become Bankrupt or Legally/ Virtually Bankrupt<sup>(2)</sup></b>	<b>Not rated</b>
Standby letters of credit and financial guarantees	¥ 3,775	¥ 3,629	¥ 119	¥ 24	¥ 3
Performance guarantees	2,968	2,831	96	11	30
<b>Total</b>	<b>¥ 6,743</b>	<b>¥ 6,460</b>	<b>¥ 215</b>	<b>¥ 35</b>	<b>¥ 33</b>

Notes:

- (1) Borrowers classified as Close Watch represent those that require close monitoring as the borrower has begun to exhibit elements of potential concern with respect to its business performance and financial condition, the borrower has begun to exhibit elements of serious concern with respect to its business performance and financial condition, including business problems requiring long-term solutions, or the borrower's loans are TDRs or loans

contractually past due 90 days or more for special reasons.

- (2) Borrowers classified as Likely to become Bankrupt or Legally/Virtually Bankrupt represent those that have a higher probability of default than those categorized as Close Watch due to serious debt repayment problems with poor progress in achieving restructuring plans, the borrower being considered virtually bankrupt with no prospects for an improvement in business operations, or the borrower being legally bankrupt with no prospects for continued business operations because of non-payment, suspension of business, voluntary liquidation or filing for legal liquidation.

The guarantees the MUFG Group does not classify based upon internal credit ratings are as follows.

The MUFG Group records all derivative contracts at fair value. Aggregate market risk limits have been established, and market risk measures are routinely monitored against these limits. The MUFG Group also manages its exposure to these derivative contracts through a variety of risk mitigation strategies, including, but not limited to, offsetting economic hedge positions. The MUFG Group expects the risk of loss to be remote and believes that the notional amounts of the derivative contracts generally exceed its exposure.

Liabilities of trust accounts represent the trustee's potential responsibility for temporary payments to creditors of liabilities of trust accounts using funds of the MUFG Group. The MUFG Group has experienced no significant losses on such responsibilities and its exposure to the risk associated with the temporary payments is judged to be remote because trust account liabilities are generally covered by the corresponding trust account assets.



**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The MUFG Group conducts securities lending transactions for institutional customers as a fully disclosed agent. At times, securities lending indemnifications are issued to guarantee that a security lending customer will be made whole in the event the borrower does not return the security subject to the lending agreement and collateral held is insufficient to cover the market value of the security. All lending transactions are collateralized, primarily by cash. At March 31, 2017, the MUFG Group had no exposure that would require it to pay under this securities lending indemnification, since the collateral market value exceeds the fair value of securities lent.

***Other Off-balance Sheet Instruments***

In addition to obligations under guarantees and similar arrangements set forth above, the MUFG Group issues other off-balance sheet instruments to meet the financial needs of its customers and for purposes other than trading. Such off-balance sheet instruments consist of lending-related commitments, including commitments to extend credit and commercial letters of credit that the MUFG Group provides to meet the financing needs of its customers. Once the MUFG Group issues these off-balance sheet instruments, the MUFG Group is required to extend credit to or make certain payments to the customers or beneficiaries specified pursuant to the underlying contracts unless otherwise provided in the contracts. Since many of these commitments expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. At March 31, 2017, approximately 66% of these commitments will expire within one year, 31% from one year to five years and 3% after five years. The table below presents the contractual amounts with regard to such instruments at March 31, 2016 and 2017:

	2016	2017
	(in billions)	
Commitments to extend credit	¥ 82,221	¥ 84,334
Commercial letters of credit	1,018	1,214
Commitments to make investments	97	135
Other	13	13

Commitments to extend credit, which generally have fixed expiration dates or other termination clauses, are legally binding agreements to lend to customers. Commitments are different from guarantees in that the commitments are generally revocable or have provisions that enable the MUFG Group to avoid payments in the event of violations of any conditions of the contracts and certain deterioration of the potential borrowers' financial condition.

Commercial letters of credit, generally used for trade transactions, are typically secured by the underlying goods. The MUFG Group continually monitors the type and amount of collateral and other securities, and requires counterparties to provide additional collateral or guarantors as necessary.

Commitments to make investments are legally binding contracts to make additional contributions to corporate recovery or private equity investment funds in accordance with limited partnership agreements. Some of these funds, in which the MUFG Group has significant variable interests, are described in Note 26.

**26. VARIABLE INTEREST ENTITIES**

In the normal course of business, the MUFG Group has financial interests and other contractual obligations in various entities which may be deemed to be VIEs such as asset-backed conduits, various investment funds, special purpose entities created for structured financing, repackaged instruments, entities created for the securitization of the MUFG Group's assets, and trust arrangements.

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following tables present the assets and liabilities of consolidated VIEs recorded on the accompanying consolidated balance sheets at March 31, 2016 and 2017:

Consolidated VIEs	Consolidated assets						
	Total	Cash and due from banks	Interest-earning deposits in other banks	Trading account assets (in millions)	Investment securities	Loans	All other assets
At March 31, 2016:							
Asset-backed conduits	¥ 7,262,291	¥ 53,051	¥ 61,770	¥ 16,674	¥ 1,304,254	¥ 5,819,188	¥ 7,354
Investment funds <sup>(1)</sup>	2,206,443		86,802	2,024,839	202		94,600
Special purpose entities created for structured financing	255,692		5,274			192,898	57,520
Repackaged instruments	16,963			16,963			
Securitization of the MUFG Group's assets	1,164,406					1,140,164	24,242
Trust arrangements	7,131,055		1,368	1,108	133,909	6,979,432	15,238
Others	25,024	295	724		58	23,861	86
Total consolidated assets before elimination	18,061,874	53,346	155,938	2,059,584	1,438,423	14,155,543	199,040
The amounts eliminated in consolidation	(7,188,415)	(51,937)	(103,411)	(11,545)	(54,786)	(6,960,848)	(5,888)
Total consolidated assets	¥ 10,873,459	¥ 1,409	¥ 52,527	¥ 2,048,039	¥ 1,383,637	¥ 7,194,695	¥ 193,152

	Consolidated liabilities				
	Total	Deposits	Other short-term borrowings (in millions)	Long-term debt	All other liabilities
Asset-backed conduits	¥ 7,274,698	¥	¥ 5,560,088	¥ 1,097,088	¥ 617,522

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Investment funds <sup>(1)</sup>	37,031				37,031
Special purpose entities created for structured financing	151,725		562	144,047	7,116
Repackaged instruments	16,974			16,000	974
Securitization of the MUFG Group's assets	1,139,762		21,400	1,117,834	528
Trust arrangements	7,122,766	7,108,450			14,316
Others	24,214		22,106	2,071	37
Total consolidated liabilities before elimination	15,767,170	7,108,450	5,604,156	2,377,040	677,524
The amounts eliminated in consolidation	(4,415,123)	(1,315)	(2,705,460)	(1,682,442)	(25,906)
The amount of liabilities with recourse to the general credit of the MUFG Group	(10,482,835)	(7,107,135)	(2,860,804)	(3,198)	(511,698)
Liabilities of consolidated VIEs for which creditors or beneficial interest holders do not have recourse to the general credit of the MUFG Group	¥ 869,212	¥	¥ 37,892	¥ 691,400	¥ 139,920

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Consolidated VIEs	Consolidated assets						
	Total	Cash and due from banks	Interest-earning deposits in other banks	Trading account assets	Investment securities	Loans	All other assets
At March 31, 2017:	(in millions)						
Asset-backed conduits	¥ 7,332,485	¥ 48,688	¥ 34,690	¥ 23,423	¥ 1,485,377	¥ 5,733,202	¥ 7,105
Investment funds <sup>(1)</sup>	712,694		9,020	511,924	15,611		176,139
Special purpose entities created for structured financing	226,380		2,310			172,008	52,062
Repackaged instruments	77,211			20,783	56,428		
Securitization of the MUFG Group's assets <sup>(2)</sup>	6,798,561					6,775,344	23,217
Trust arrangements	6,749,808		7,681	593	149,205	6,578,701	13,628
Others	65,883	350	30,853		52	16,905	17,723
Total consolidated assets before elimination	21,963,022	49,038	84,554	556,723	1,706,673	19,276,160	289,874
The amounts eliminated in consolidation	(6,789,161)	(48,852)	(72,506)	(16,914)	(69,086)	(6,562,970)	(18,833)
Total consolidated assets	¥ 15,173,861	¥ 186	¥ 12,048	¥ 539,809	¥ 1,637,587	¥ 12,713,190	¥ 271,041

	Consolidated liabilities				
	Total	Deposits	Other short-term borrowings	Long-term debt	All other liabilities
	(in millions)				
Asset-backed conduits	¥ 7,357,874	¥	¥ 5,397,811	¥ 1,379,498	¥ 580,565
Investment funds <sup>(1)</sup>	2,882				2,882
Special purpose entities created for structured financing	135,667		573	128,804	6,290
Repackaged instruments	76,713		4,000	72,096	617
Securitization of the MUFG Group's assets <sup>(3)</sup>	6,768,108		29,637	6,734,855	3,616
Trust arrangements	6,743,464	6,676,198			67,266

Others	65,031		45,450	1,834	17,747
Total consolidated liabilities before elimination	21,149,739	6,676,198	5,477,471	8,317,087	678,983
The amounts eliminated in consolidation	(10,843,144)		(3,034,973)	(7,766,722)	(41,449)
The amount of liabilities with recourse to the general credit of the MUFG Group	(9,687,133)	(6,676,198)	(2,420,454)	(2,394)	(588,087)
Liabilities of consolidated VIEs for which creditors or beneficial interest holders do not have recourse to the general credit of the MUFG Group	¥ 619,462	¥	¥ 22,044	¥ 547,971	¥ 49,447

## Notes:

- (1) The total assets of investment funds decreased by ¥1,120,091 million and total liabilities increased by ¥3,327 million on April 1, 2016 due to the adoption of the new consolidation guidance. The adoption of the new guidance resulted in changes to the classification of certain investment funds that were previously classified as consolidated VIEs and are now classified as consolidated voting interest entities as well as changes to the consolidation status of certain investment funds. The amounts of decreased assets and increased liabilities disclosed above have been restated from ¥1,141,181 million and ¥1,381 million, respectively, that were disclosed within the condensed consolidated financial statements for the six months ended September 30, 2016. This revision did not impact the consolidated balance sheets or consolidated statements of income.

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(2) As of March 31, 2017, Securitization of the MUFG Group's assets includes ¥5,793,956 million of assets primarily consisting of loans and ¥5,793,956 million of liabilities primarily consisting of long-term debt relating to eligible beneficiary interests in housing loan trusts. For more information, see analysis of each transaction category below. In general, the creditors or beneficial interest holders of consolidated VIEs have recourse only to the assets of those VIEs of which they are creditors or beneficial interest holders, and do not have recourse to other assets of the MUFG Group, except where the MUFG Group is also contractually required to provide credit enhancement or program-wide liquidity.

The following tables present the total assets of non-consolidated VIEs, the maximum exposure to loss resulting from the MUFG Group's involvement with non-consolidated VIEs and the assets and liabilities which relate to the MUFG's variable interests in non-consolidated VIEs at March 31, 2016 and 2017:

Non-consolidated VIEs	Total assets	Maximum exposure	Total	On-balance sheet assets				On-balance sheet liabilities		
				Trading account assets	Investment securities	Loans	All other assets	Total	All other liabilities	
As of March 31, 2016:										
				(in millions)						
Asset-backed conduits	¥ 24,365,580	¥ 5,084,901	¥ 3,911,356	¥ 3,339	¥ 986,655	¥ 2,921,362	¥	¥ 300	¥ 300	
Investment funds	24,677,641	1,303,413	1,164,069	194,167	613,109	346,883	9,910			
Special purpose entities created for structured financing	38,385,274	4,396,638	3,189,575	333,681	93,104	2,746,549	16,241	1,403	1,403	
Repackaged instruments	9,276,260	2,425,336	2,240,054	430,688	1,415,883	393,483				
Others	51,393,909	3,451,974	2,687,789	123,610	66,995	2,442,713	54,471	773	773	
Total	¥ 148,098,664	¥ 16,662,262	¥ 13,192,843	¥ 1,085,485	¥ 3,175,746	¥ 8,850,990	¥ 80,622	¥ 2,476	¥ 2,476	

Non-consolidated VIEs	Total assets	Maximum exposure	Total	On-balance sheet assets				On-balance sheet liabilities		
				Trading account assets	Investment securities	Loans	All other assets	Total	All other liabilities	
As of March 31, 2017:										
				(in millions)						
Asset-backed conduits	¥ 29,604,929	¥ 5,608,909	¥ 4,383,707	¥ 1,072	¥ 1,236,094	¥ 3,146,541	¥	¥ 1	¥ 1	
Investment funds	30,591,880	1,674,567	1,396,830	200,651	829,641	356,828	9,710	98	98	

Special purpose entities created for structured financing	40,710,546	4,717,235	3,699,415	279,471	147,543	3,207,369	65,032	4,657	4,657
Repackaged instruments	10,127,497	2,269,149	2,104,697	581,912	1,203,181	294,703	24,901		
Others	52,012,087	3,731,571	2,723,625	98,289	83,629	2,462,462	79,245	18,539	18,539
Total	¥ 163,046,939	¥ 18,001,431	¥ 14,308,274	¥ 1,161,395	¥ 3,500,088	¥ 9,467,903	¥ 178,888	¥ 23,295	¥ 23,295

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Maximum exposure to loss on each type of entity is determined based on the carrying amount of any on-balance sheet assets and any off-balance sheet liabilities held, net of any recourse liabilities. Therefore, the maximum exposure to loss represents the maximum loss the MUFG Group could possibly incur at each balance sheet date and does not reflect the likelihood of such a loss being incurred. The difference between the amount of on-balance sheet assets and the maximum exposure to loss primarily comprises the remaining undrawn commitments.

In February 2015, the FASB issued new guidance which amends the consolidation analysis under the current consolidation guidance. The amendments change the VIE analysis for limited partnerships and similar legal entities, the criteria for evaluating whether fees paid to a decision maker or a service provider are a variable interest, the effect of fee arrangements and related parties on the primary beneficiary determination, and rescind the indefinite deferral provision that affects the consolidation evaluation for certain investment funds. The MUFG group adopted this new accounting guidance on April 1, 2016, which resulted in the consolidation and deconsolidation of certain investment funds. The net increase in the MUFG Group's consolidated assets, liabilities and Noncontrolling interests, were ¥628,236 million, ¥32,254 million and ¥595,982 million, respectively, as of April 1, 2016. The cumulative effect on retained earnings was a decrease of ¥3,873 million upon the adoption.

**Analysis of Each Transaction Category*****Asset-Backed Conduits***

This category primarily comprises the following:

***Multi-Seller Conduits (MUFG-sponsored Asset-Backed Commercial Paper ( ABCP ) Conduits and Other ABCP Conduits)***

The MUFG Group administers several conduits under asset-backed financing programs under which the conduits purchase financial assets, primarily trade accounts receivable, from the MUFG Group's customers by issuing short-term financing instruments, primarily commercial paper, to third-party investors. Under the asset-backed financing programs, the MUFG Group acts as an agent for the conduits, which enter into agreements with the MUFG Group's customers where the customers transfer financial assets to the conduits in exchange for monetary consideration. The MUFG Group also underwrites commercial paper for the conduits that is secured by the assets held by them and provides program-wide liquidity and credit enhancement facilities to the conduits. The MUFG Group receives fees related to the services it provides to the conduits and the program-wide liquidity and credit enhancement. The MUFG Group considers itself to be the primary beneficiary of the multi-seller conduits because, as an agent and sponsor, the MUFG Group has the power to direct activities of the conduits that most significantly impact the conduits economic performance and also has the obligation to absorb losses of the conduits that could potentially be significant to the conduits through the program-wide liquidity and credit enhancement. Consequently, the MUFG Group consolidates the conduits.

In addition to the entities described above, the MUFG Group participates as a provider of financing to several conduits that are administered by third parties. Most of these conduits are established under a multi-seller asset-backed financing program and the MUFG Group provides financing along with other financial institutions. With respect to

these conduits, the MUFG Group is not considered as the primary beneficiary because the MUFG Group's participation in the conduits is only to provide financing along with other third-party financial institutions and it does not have the power to direct the activities of the conduits. Consequently, the MUFG Group does not consolidate the conduits.

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Asset-Backed Conduits (MUFG-sponsored Asset-Backed Loan ( ABL ) Programs and Other Programs)*

The MUFG Group administers several conduits under asset-backed financing programs where the MUFG Group provides financing to fund the conduits' purchases of financial assets, comprising primarily trade accounts receivable, from its customers. The MUFG Group acts as an agent and sponsor for the conduits, which enter into agreements with the MUFG Group's customers where the customers transfer assets to the conduits in exchange for monetary consideration. In most cases the MUFG Group is the sole provider of financing that is secured by the assets held by the conduits. The MUFG Group considers itself to be the primary beneficiary of the conduits because, as an agent and sponsor for the conduits, the MUFG Group has the power to direct activities of the conduits, such as selection of the assets to be purchased and condition for purchases, and debt collection from the original obligors, that most significantly impact the conduits' economic performance, and also has the obligation to absorb losses of the conduits that could potentially be significant to the conduits through financing it provides. Consequently, the MUFG Group consolidates the conduits.

In addition, the MUFG Group is involved with entities, which take in most cases the form of a trust, where originators of financial assets, which primarily comprise lease receivables, entrust the assets with trust banks and receive beneficial certificates of trusts in exchange. The originators then transfer the beneficiary certificates to the MUFG Group in exchange for cash. The originators of the financial assets entrusted continue to be involved in the assets as servicers. Because the originators are deemed to have the power to direct activities of the entities that most significantly impact the entities' economic performance through their role as a servicer, the MUFG Group is not considered as the primary beneficiary of these entities. Consequently, the MUFG Group does not consolidate these entities.

The MUFG Group also participates as a provider of financing to the ABL programs that are managed by third parties. The MUFG Group is not considered as the primary beneficiary of the entities used in these programs as the MUFG Group's participation in the entities is only to provide financing along with other third parties and it does not have the power to direct the activities of the entities. Consequently, the MUFG Group does not consolidate the entities used in these programs.

***Investment Funds***

This category primarily comprises the following:

***Corporate Recovery Funds***

These entities are established by fund managers, which are unrelated to the MUFG Group, for the purpose of investing in debt or equity instruments issued by distressed companies. After investment, the fund managers work closely with the management of the entities and attempt to enhance corporate value by various means including corporate restructuring and reorganization. Their exit strategies include, among others, sales to others and initial public offerings.

Typically, these entities take the form of a limited partnership which is entirely funded by general and limited partner interests. These partnerships are considered as VIEs unless the limited partners hold substantive kick-out rights or participating rights.

The MUFG Group mostly serves as a limited partner in corporate recovery funds that are considered as VIEs, and does not have the power to direct the activities of these funds that most significantly impact the economic performance of these funds. Therefore, the MUFG Group does not consider itself to be the primary beneficiary of these funds and does not consolidate them.

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Private Equity Funds*

The MUFG Group is involved in venture capital funds that are established by either the MUFG Group's entities or fund managers unrelated to the MUFG Group. These entities have specific investment objectives in connection with their acquisition of equity interests, such as providing financing and other support to start-up businesses, medium and small entities in a particular geographical area, and to companies with certain technology or companies in a high-growth industry.

These entities typically take the form of a limited partnership and usually are entirely funded by general and limited partner interests. These partnerships are considered as VIEs unless the limited partners hold substantive kick-out rights or participating rights.

The MUFG Group participates in these partnerships as a general partner or limited partner. The MUFG Group consolidates these funds, which are considered as VIEs, if the MUFG Group has the power to direct the activities of these funds that most significantly impact the economic performance of these funds, and also has the obligation to absorb losses of these funds that could potentially be significant to these funds or the right to receive benefits from these funds that could potentially be significant to these funds.

*Investment Trusts*

The MUFG Group invests in investment trusts that are professionally managed collective investment schemes which pool money from many investors and invest in, among others, equity and debt securities. Most of these funds take the form of a trust where there is a separation in investment decisions, which is assumed by an investment manager who has no investment in a trust, and ownership through beneficiary interests issued by a trust are owned by investors. Therefore, these investment trusts are considered as VIEs. The MUFG Group consolidates these funds if the MUFG Group has the power to direct the activities of these funds that most significantly impact the economic performance of these funds, and also has the obligation to absorb losses of these funds that could potentially be significant to these funds or the right to receive benefits from these funds that could potentially be significant to these funds.

*Buy-out Financing Vehicles*

The MUFG Group provides financing to buy-out vehicles. The buy-out vehicles are established by equity investments from, among others, private equity funds or the management of target companies for the purpose of purchasing the equity shares of target companies. Along with other financial institutions, the MUFG Group provides financing to the buy-out vehicles in the form of loans. While the buy-out vehicles' equity is normally substantive in its amount and the rights and obligations associated with it, in some cases, the vehicles have equity that is insufficient to absorb expected variability primarily because the amount provided by equity investors is nominal in nature. These vehicles engage in non-investment activities, and are considered as VIEs. In most cases, the MUFG Group's participation in these vehicles is only to provide financing to the vehicles, and the power to direct the activities that most significantly impact the economic performance of the vehicles is held by the management of target companies. As a result, the MUFG Group is not considered as the primary beneficiary of these vehicles and does not consolidate them.

*Other Investment Funds*

The MUFG Group's investments in VIEs through MUAH primarily consist of equity investments in low-income housing credit ( LIHC ) structures, designed to generate a return primarily through the realization of federal tax credits. MUAH considers itself as the primary beneficiary of certain types of LIHC investments.

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*LIHC Unguaranteed Syndicated Investment Funds*

MUAH creates the investment funds, serves as the managing investor member, and sells limited investor member interests to third parties. MUAH receives benefits through income from the structuring of these funds, servicing fees for managing the funds and, as an investor member, tax benefits and tax credits to reduce the MUAH tax liability. MUAH considers itself to be the primary beneficiary and consolidates them upon adoption of the current guidance because, as a sponsor and managing member of the funds, it has the power to direct activities that most significantly impact the funds' economic performance and also has the obligation to absorb losses of the funds that could potentially be significant to the funds.

*LIHC Guaranteed Syndicated Investment Funds*

MUAH also forms limited liability companies, which in turn invest in LIHC operating partnerships, to create LIHC guaranteed syndicated investment funds. Interests in these funds are sold to third parties who pay a premium for a guaranteed return. MUAH earns structuring fees from the sale of these funds and asset management fees. MUAH serves as the funds' sponsor and non-member asset manager, and also guarantees a minimum rate of return throughout the investment term, therefore, it directs the activities that most significantly impact the funds' economic performance and also has an obligation to absorb losses pertaining to its minimum rate of return guarantee to investors. Therefore, the MUFG Group is considered as the primary beneficiary of these funds and consolidates them.

*Special Purpose Entities Created for Structured Financing*

This category primarily comprises the following:

*Leveraged Leasing Vehicles*

These entities are established to raise funds to purchase or build equipment and machinery including, among others, commercial vessels, passenger and cargo aircraft, and production equipment for the purpose of leasing them to lessees who use the equipment and machinery as part of their business operations. These entities typically take the form of a limited partnership or a special purpose company where they fund their purchases of equipment and machinery via senior and subordinate financing. When entities take the form of a limited partnership, these entities are considered as VIEs unless limited partners hold substantive kick-out rights or participating rights. The entities considered as VIEs are typically funded only by senior financing or there is a guarantee provided to the senior financing by parties unrelated to those providing the senior financing. In most cases, the MUFG Group participates in the senior financing and does not participate in the subordinate financing or provide guarantees. Generally, because the MUFG Group's participation in these entities is only to provide financing, it does not have the power to direct the activities of the entities that most significantly impact the economic performance of the entities. Therefore, the MUFG Group does not consider itself to be the primary beneficiary of these entities and does not consolidate them, except for limited circumstances where the MUFG Group is directly involved with the structuring of the transaction and has the power to direct the activities of the entities that most significantly impact the economic performance of the entities.

*Project Financing Vehicles*

These entities are established to raise funds in connection with, among others, production of natural resources, construction and development of urban infrastructure (including power plants and grids, highways and ports), and the development of real estate properties or complexes. These projects typically involve special purpose companies which issue senior and subordinate financing to raise funds in connection with the various projects. The subordinate financing is usually provided by parties that will ultimately make use of the assets

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constructed or developed. By contrast, the senior financing is typically provided by financial institutions, including the MUFG Group. Because the MUFG Group's participation in these entities is only to provide financing, it does not have the power to direct the activities that most significantly impact the economic performance of these entities. Therefore, the MUFG Group is not considered as the primary beneficiary of these entities and does not consolidate them.

*Sale-and-Leaseback Vehicles*

The MUFG Group is involved with vehicles that acquire assets, primarily real estate, from the MUFG Group's customers and other unrelated parties where the sellers of the assets continue to use the assets through leaseback agreements. These vehicles typically take the form of a limited partnership, and considered as VIEs unless the limited partners hold substantive kick-out rights or participating rights. The subordinated financing of these vehicles considered as VIEs is usually provided by the sellers of the assets, with the MUFG Group providing senior financing for the vehicles. Because the MUFG Group's participation in these vehicles is only to provide senior financing, it does not have the power to direct the activities that most significantly impact the economic performance of these vehicles. Therefore, the MUFG Group is not considered as the primary beneficiary and does not consolidate them.

*Securitization of Client Real Estate Properties*

These entities are established for the purpose of securitizing real estate properties held by the MUFG Group's customers. In most cases, these entities take the form of a limited partnership or a special purpose company. When entities take the form of a limited partnership, these entities are considered as VIEs unless the limited partners hold substantive kick-out rights or participating rights. The entities considered as VIEs are typically funded by senior and subordinated financing where the original owners of the real estate properties provide the subordinated financing, primarily in the form of partnership interests or subordinated notes, and financial institutions, including the MUFG Group, provide senior financing in the form of senior loans. Because the MUFG Group's participation in these vehicles is only to provide a portion of senior financing, it does not have the power to direct the activities that most significantly impact the economic performance of these entities. Therefore, the MUFG Group is not considered as the primary beneficiary and does not consolidate these entities.

*Repackaged Instruments*

This category primarily comprises the following:

*Investments in Financially-Engineered Products*

The MUFG Group is involved in special purpose entities that have been established to issue financial products through the engineering and repackaging of existing financial instruments such as collateralized debt obligations (CDOs) and synthetic CDOs. These entities are considered as VIEs because the holders of the equity investment at risk do not have the power to direct the activities that most significantly impact their economic performance. These entities are generally arranged and managed by parties that are not related to the MUFG Group. The MUFG Group's involvement with the entities arranged and managed by third parties is for investment purposes. In these cases, the MUFG Group participates as one of many other investors and the MUFG Group typically holds investments in senior

tranches or tranches with high credit ratings. Therefore, the MUFG Group does not have the power to direct activities of the entities that most significantly impact the entities' economic performance, and thus is not considered as the primary beneficiary of these entities and does not consolidate these entities.

In certain instances, special purpose entities have been established and are managed by the MUFG Group. The MUFG Group's involvement includes establishing and arranging the transaction and underwriting securities

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

issued by the entities to general investors. For these entities, the MUFG Group has the power to direct activities that most significantly impact the economic performance and it has the obligation to absorb losses or receive benefits that could potentially be significant to the entities. As such, the MUFG Group considers itself as the primary beneficiary of these entities and consolidates them.

*Investments in Securitized Financial Instruments*

The MUFG Group holds investments in special purpose entities that issue securitized financial products. The assets held by the entities include credit card receivables and residential mortgage loans. These entities are established and managed by parties that are unrelated to the MUFG Group and the MUFG Group's involvement with these entities is for its own investment purposes. In all cases, the MUFG Group participates as one of many other investors and the MUFG Group does not have the power to direct activities of the entities that most significantly impact the entities economic performance. Therefore, the MUFG Group is not considered as the primary beneficiary of these entities and does not consolidate them.

*Securitization of the MUFG Group's Assets*

This category primarily comprises the following:

*Securitization for issuing interests or financing*

The MUFG Group establishes entities to securitize its own financial assets that include, among others, corporate and retail loans and lease receivables. The entities used for securitization, which typically take the form of a special purpose company or a trust, are established by the MUFG Group and, in most cases, issue senior and subordinate interests or financing. After securitization, the MUFG Group typically continues to service securitized assets as a servicer. The MUFG Group may also retain subordinate interests or financing or other interests. The MUFG Group is considered as the primary beneficiary and consolidates the entities used for securitization since it has the obligation to absorb losses through subordinate interests, and also has the power for determining and implementing policies as servicer that give it the ability to manage the entities' assets that become delinquent or are in default in order to improve the economic performance of the entities.

*Eligible beneficiary interests in housing loan trusts*

The MUFG Group establishes trusts, which acquire the MUFG Group's housing loans and in turn issue beneficiary interests to the MUFG Group, to pledge these beneficiary interests as collateral for borrowings from the Bank of Japan, as a result of the decision by the Bank of Japan on June 30, 2016 to accept these beneficial interests as collateral in the same way as it does for Japanese national government bonds. The MUFG Group is considered as the primary beneficiary and consolidates the trusts since it has the obligation to absorb losses through beneficiary interests, and also has the power for determining and implementing policies as servicer that give it the ability to manage housing loans owned by the trusts that become delinquent or are in default in order to improve the economic performance of the trusts.

***Trust Arrangements***

The MUFG Group offers, primarily through MUTB, a variety of trust products and services including securities investment trusts, pension trusts and trusts used as securitization vehicles. In a typical trust arrangement, however, the MUFG Group manages and administers assets on behalf of the customers in an agency, fiduciary and trust capacity and does not assume risks associated with the entrusted assets. The trusts are generally considered as VIEs because the trust beneficiaries, who provide all of the equity at risk, usually do not have power to direct the activities that most significantly impact its economic performance in the arrangements. The MUFG Group, however, is not considered as the primary beneficiary, except for the case mentioned below,

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because it merely receives fees for compensation for its services on terms that are customary for these activities and the fees are insignificant relative to the total amount of the trusts' economic performance and variability. Therefore, the MUFG Group does not consolidate these entities.

With respect to the jointly operated designated money in trusts, MUTB pools money from investors and determines how best to invest it. In addition, certain investors, such as money reserve funds and investment funds, place excess funds in the jointly operated designated money trusts. MUTB typically invests in high-quality financial assets, including government bonds, corporate bonds and corporate loans including loans to MUTB and receives fees as compensation for services. In this role as a sponsor of these trusts, MUTB provides guarantees under which it is required to compensate a loss on the stated principal of the trust beneficial interests. MUTB is considered as the primary beneficiary of these trusts because it is exposed to a potentially significant amount of losses and also has the power to direct activities of these trusts that most significantly impact their economic performance. Upon consolidation of the trusts, the certificates issued to the investors are accounted for as deposit liabilities as the products are structured and marketed to customers similar to MUTB's term deposit products.

MUTB considers the likelihood of incurring losses on the stated principal guarantee to be highly remote. In the trusts' operational history that extends over decades, the stated principal guarantee has never been called upon. The variability in fair value of the net assets of the trusts has been primarily affected by the fluctuations in interest rates, and the majority of such variability has been absorbed by investors or trust beneficiaries.

***Others***

This category primarily comprises the following:

***Financing Vehicles of the MUFG Group's Customers***

The MUFG Group is involved with several entities that are established by the MUFG Group's customers. These entities borrow funds from financial institutions and extend loans to their group entities. These entities effectively work as fund-raising vehicles for their respective group entities and enable the groups to achieve efficient financing by integrating their financing activities into a single entity. In all cases the MUFG Group is not considered as the primary beneficiary because the MUFG Group's participation in these entities is only to provide financing, and the customers effectively hold the power to direct activities of these entities that most significantly impact the economic performance of the entities. Consequently, the MUFG Group does not consolidate these entities.

***Funding Vehicles***

The MUFG Group has established several wholly-owned off-shore vehicles which issue securities, typically preferred stock that is fully guaranteed by the MUFG Group, to investors unrelated to the MUFG Group to fund purchases of debt instruments issued by the MUFG Group. These entities are considered as VIEs because the MUFG Group's investment in the vehicles' equity is not considered at risk and substantive as the entire amount raised by the vehicles was used to purchase debt instruments issued by the MUFG Group. Because the MUFG Group does not have variable interests in these vehicles, the MUFG Group does not consolidate these entities.

*Troubled Borrowers*

During the normal course of business, the borrowers from the MUFG Group may experience financial difficulties and sometimes enter into certain transactions that require the MUFG Group to assess whether they would be considered as VIEs due to their difficult financial position. While in most cases such borrowers are not considered as VIEs when the transactions take place, in limited circumstances they are considered as VIEs due to

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insufficient equity investment at risk. In all cases the MUFG Group is not considered as the primary beneficiary because the power to direct activities that most significantly impact the economic performance of the troubled borrowers resides with the management of the troubled borrowers, and the MUFG Group, as a lender, does not have power over or assume any role in management. Therefore, the MUFG Group does not consolidate these troubled borrowers.

**27. COMMITMENTS AND CONTINGENT LIABILITIES*****Lease Commitments***

The MUFG Group leases certain technology systems, office space and equipment under noncancelable agreements expiring through the fiscal year 2046.

Future minimum rental commitments for noncancelable leases at March 31, 2017 were as follows:

	<b>Capital leases</b>	<b>Operating leases</b>
	<b>(in millions)</b>	
<b>Fiscal year ending March 31:</b>		
2018	¥ 5,012	¥ 94,113
2019	3,919	74,835
2020	2,777	64,418
2021	2,348	60,037
2022	1,473	54,928
2023 and thereafter	3,894	335,745
 Total minimum lease payments	 ¥ 19,423	 ¥ 684,076
 Amount representing interest	 (2,750)	
 Present value of minimum lease payments	 ¥ 16,673	

Total rental expense for the fiscal years ended March 31, 2015, 2016 and 2017 was ¥108,792 million, ¥118,286 million and ¥113,649 million, respectively.

***Repayment of Excess Interest***

The Japanese government implemented regulatory reforms affecting the consumer lending industry. In December 2006, the Diet passed legislation to reduce the maximum permissible interest rate under the Act Regulating the

Receipt of Contributions, the Receipt of Deposits, and Interest Rates from 29.2% per annum to 20% per annum. The reduction in interest rates was implemented in June 2010. The regulatory reforms also included amendments to the Money Lending Business Act which, effective June 18, 2010, abolished the so-called gray-zone interest. Gray-zone interest refers to interest rates exceeding the limits stipulated by the Interest Rate Restriction Act (between 15% per annum to 20% per annum depending on the amount of principal). Under the regulatory reforms, all interest rates for loans originated after this reform are subject to the lower limits imposed by the Interest Rate Restriction Act. Furthermore, the new regulations require stringent review procedures for consumer finance companies before lending, and with the exception of certain provisions, one of those new regulations introduces a limit on aggregate credit extensions to one-third of the borrower's annual income.

Formerly, consumer finance companies were able to charge interest rates exceeding the limits stipulated by the Interest Rate Restriction Act so long as the payment was made voluntarily by the borrowers, and the lender complied with various notice and other requirements. Accordingly, MUFG's consumer finance subsidiaries and



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equity method investees offered loans at interest rates above the Interest Rate Restriction Act. Upon the implementation of the regulatory reforms in June 2010, they lowered the interest rates for loans originated after this reform to below the Interest Rate Restriction Act.

In 2006, the Supreme Court of Japan passed decisions in a manner more favorable to borrowers requiring reimbursement of previously paid interest exceeding the limits stipulated by the Interest Rate Restriction Act in certain circumstances. Borrowers' claims for reimbursement of excess interest arose after such decisions and other regulatory changes. The MUFG Group maintains an allowance for repayment of excess interest based on an analysis of past experience of reimbursement of excess interest, borrowers' profile, recent trend of borrowers' claims for reimbursement, and management future forecasts. Management believes that the provision for repayment of excess interest is adequate and the allowance is at the appropriate amount to absorb probable losses, so that the impact of future claims for reimbursement of excess interest will not have a material adverse effect on the MUFG Group's financial position and results of operations. The allowance for repayment of excess interest established by MUFG's consumer finance subsidiaries, which was included in Other liabilities, was ¥47,211 million and ¥39,414 million as of March 31, 2016 and 2017, respectively. Provision (reversal) related to the allowance is included in Other non-interest expenses in the accompanying consolidated statements of income. For the fiscal years ended March 31, 2015, 2016 and 2017, there was a negative impact of ¥19,743 million, ¥22,426 million and ¥56,911 million, respectively, on Equity in earnings of equity method investees net in the accompanying consolidated statements of income.

***Litigation***

In the ordinary course of business, the MUFG Group is subject to various litigation and regulatory matters. In accordance with applicable accounting guidance, the MUFG Group establishes an accrued liability for loss contingencies arising from litigation and regulatory matters when they are determined to be probable in their occurrence and the probable loss amount can be reasonably estimated. Based upon current knowledge and consultation with counsel, management believes the eventual outcome of such litigation and regulatory matters, where losses are probable and the probable loss amounts can be reasonably estimated, would not have a material adverse effect on the MUFG Group's financial position, results of operations or cash flows. As part of this conclusion, the MUFG Group have considered the regulatory investigations regarding the MUFG Group's foreign operations disclosed in Note 27 to the consolidated financial statements included in MUFG's annual report on Form 20-F for the fiscal year ended March 31, 2016. With respect to these matters, the MUFG Group either resolved the matter or recorded a provision based on a reasonably estimable probable loss amount during the fiscal year ended March 31, 2017. Additionally, management believes the amount of loss that is reasonably possible, but not probable, from various litigation and regulatory matters is not material to the MUFG Group's financial position, results of operations or cash flows.

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Details of fees and commissions income for the fiscal years ended March 31, 2015, 2016 and 2017 were as follows:

	2015	2016 (in millions)	2017
Fees and commissions on deposits	¥ 57,138	¥ 58,865	¥ 53,891
Fees and commissions on remittances and transfers	168,124	169,101	168,571
Fees and commissions on foreign trading business	71,487	84,688	75,024
Fees and commissions on credit card business	179,669	193,646	198,145
Fees and commissions on security-related services	285,728	285,334	239,516
Fees and commissions on administration and management services for investment funds	141,050	149,916	155,708
Trust fees	106,943	110,051	103,110
Guarantee fees	52,982	44,740	41,818
Insurance commissions	63,344	69,485	59,853
Fees and commissions on real estate business	36,364	43,516	39,808
Other fees and commissions	238,151	266,530	279,449
Total	¥ 1,400,980	¥ 1,475,872	¥ 1,414,893

Fees and commissions on deposits consist of fees and commissions charged for deposits transactions such as checking account deposits, deposit and withdrawal services and using automated teller machines. Fees and commissions on remittances and transfers consist of fees and commissions charged for settlement transactions such as domestic fund remittances, including transactions used by electronic banking. Fees and commissions on foreign trading business consist of fees and commissions charged for fund collection and trade-related financing services related to foreign trading business. Fees and commissions on credit card business consist of fees and commissions related to credit card business such as interchange income, annual fees, royalty and other service charges from franchisees. Fees and commissions on securities-related services primarily consist of fees and commissions for sales and transfers of securities including investment funds, underwriting, brokerage and advisory services, arrangement fees on securitizations, and agency services for the calculation and payment of dividends. Fees and commissions on administration and management services for investment funds primarily consist of fees and commissions earned from managing investment funds on behalf of the clients. Trust fees consist primarily of fees earned by fiduciary asset management and administration services for corporate pension plans and investment funds. Guarantee fees consist of fees related to guarantee business such as providing guarantees on residential mortgage loans and other loans. Insurance commissions consist of commissions earned by acting as agent for insurance companies to sell insurance products. Fees and commissions on real estate business primarily consist of fees from real estate agent services. Other fees and commissions include various fees and commissions mainly such as arrangement fees and agent fees excluding the fees mentioned above.

**29. TRADING ACCOUNT PROFITS AND LOSSES**

The MUFG Group performs trading activities through market-making, sales and arbitrage, while maintaining risk levels within appropriate limits in accordance with its risk management policy.

The MUFG Group has trading account securities and trading derivative assets and liabilities for this purpose. In addition, the trading account securities include foreign currency-denominated debt securities such as foreign governments or official institutions bonds, corporate bonds and mortgage-backed securities, which are mainly comprised of securities measured at fair value under the fair value option.

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Net trading gains (losses) for the fiscal years ended March 31, 2015, 2016 and 2017 were comprised of the following:

	<b>2015</b>	<b>2016</b>	<b>2017</b>
	<b>(in millions)</b>		
Interest rate and other derivative contracts	¥ (37,486)	¥ 434,323	¥ (325,007)
Trading account securities, excluding derivatives	1,186,147	(157,669)	(314,177)
Trading account profits (losses) net	1,148,661	276,654	(639,184)
Foreign exchange derivative contracts <sup>(1)</sup>	(217,524)	374,324	(183,159)
Net trading gains (losses)	¥ 931,137	¥ 650,978	¥ (822,343)

Note:

(1) Gains (losses) on foreign exchange derivative contracts are included in Foreign exchange gains (losses) net in the accompanying consolidated statements of income. Foreign exchange gains (losses) net in the accompanying consolidated statements of income are also comprised of foreign exchange gains (losses) other than derivative contracts and foreign exchange gains (losses) related to the fair value option.

For further information on the methodologies and assumptions used to estimate fair value, see Note 32, which also shows fair values of trading account securities by major category. Note 24 discloses further information regarding the derivative-related impact on Trading account profits (losses) net by major category.

### **30. BUSINESS SEGMENTS**

The business segment information, set forth below, is derived from the internal management reporting system used by management to measure the performance of the MUFG Group's business segments. In addition, the business segment information is primarily based on the financial information prepared in accordance with accounting principles generally accepted in Japan as adjusted in accordance with internal management accounting rules and practices. Accordingly, the format and information are not consistent with the accompanying consolidated financial statements prepared on the basis of U.S. GAAP. A reconciliation is provided for the total amounts of segments' operating profit with income before income tax expense under U.S. GAAP.

See Note 31 for financial information relating to the MUFG Group's operations by geographic area. The geographic financial information is consistent with the basis of the accompanying consolidated financial statements.

The following is a brief explanation of the MUFG Group's business segments:

*Retail Banking Business Group* Covers all domestic retail businesses, including commercial banking, trust banking and securities businesses in Japan. This business group integrates the retail businesses of BTMU, MUTB, MUSHD, Mitsubishi UFJ NICOS and other subsidiaries as well as retail product development, promotion and marketing in a single management structure. At the same time, this business group has developed and implemented MUFG Plaza, a one-stop, comprehensive financial services concept that provides integrated banking, trust and securities services.

*Corporate Banking Business Group* Covers all domestic corporate businesses, including commercial banking, investment banking, trust banking and securities businesses, in and outside Japan. Through the integration of these business lines, diverse financial products and services are provided to the MUFG Group's corporate clients. This business group has strategic domains, sales channels and methods to match the different growth stages and financial needs of the MUFG Group's corporate clients.

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*Global Business Group* Covers the businesses of BTMU and MUSHD outside Japan, including commercial banking such as loans, deposits and cash management services, investment banking, retail banking, trust assets and securities businesses (with the retail banking and trust assets businesses being conducted through MUB and Krungsri), through a global network of nearly 1,200 offices outside Japan to provide customers with financial products and services that meet their increasingly diverse and sophisticated financing needs.

*Trust Assets Business Group* Covers asset management and administration services for products such as pension trusts and security trusts by integrating the trust banking expertise of MUTB and the global network of BTMU. This business group provides a full range of services to corporate and other pension funds, including stable and secure pension fund management and administration, advice on pension schemes and payment of benefits to scheme members.

*Global Markets Business Group* Covers asset and liability management and strategic investments of BTMU and MUTB, and sales and trading of financial products of BTMU, MUTB and MUSHD.

*Other* Consists mainly of the corporate centers of MUFG, BTMU, MUTB and MUMSS. The elimination of duplicated amounts of net revenues among business segments is also reflected in Other.

Management does not use information on segments' total assets to allocate resources and assess performance. Accordingly, business segment information on total assets is not presented.

Effective April 1, 2016, the MUFG Group made modifications to internal management accounting rules and practices to clarify the responsibility for profits of each business segment. Net revenues, operating expenses and operating profits (losses) relating to the overseas Japanese corporate business are recorded in both the Corporate Banking Business Group and the Global Business Group. The double-counting of these amounts is eliminated in aggregating the amounts of net revenues, operating expenses and operating profits (losses) of the Retail Banking Business Group, the Corporate Banking Business Group, the Global Business Group and the Trust Assets Business Group, which amounts are shown in the Total of Customer Business column in the tables below. Net revenues, operating expenses and operating profits (losses) relating to the overseas Japanese corporate business were previously recorded only in the Global Business Group. This modification reflected management's determination that, given the operations of the Corporate Banking Business Group servicing Japanese corporate clients, the Corporate Banking Business Group's responsibility should be clarified to extend beyond the businesses with Japanese corporate clients in Japan to the businesses with Japanese corporate clients in overseas markets. This modification had the impact of increasing the operating profit of the Corporate Banking Business Group for the fiscal years ended March 31, 2015 and 2016 by ¥53.8 billion and ¥26.0 billion, respectively. In addition, other modifications had the impact of increasing the operating profits of the Global Markets Business Group and Other for the fiscal year ended March 31, 2015 by ¥1.0 billion and ¥2.5 billion, respectively, and reducing the operating profit of the Global Business Group by ¥3.5 billion. Also, other modifications had the impact of increasing the operating profits of the Global Markets Business Group and Other for the fiscal year ended March 31, 2016 by ¥0.8 billion and ¥5.4 billion, respectively, and reducing the operating profit of the Global Business Group by ¥6.2 billion. Prior period business segment information has been restated to enable comparisons between the relevant amounts for the fiscal years ended March 31, 2015, 2016 and 2017.

Effective April 1, 2016, the MUFG Group also made modifications to internal management accounting rules and practices for MUAH and Krungsri to eliminate the presentation of operating profits for MUAH and Krungsri as sub-categories of the Global Business Group. In prior periods, the presentation of the Global Business Group's operating profit was broken down into the operating profit attributable to each of MUAH, Krungsri and Other than MUAH/Krungsri. However, management no longer considers the breakdown to reflect the responsibility for profits among MUAH, Krungsri and Other than MUAH/Krungsri, particularly in light of the recent changes to the group company structure in the United States to comply with U.S. Enhanced Prudential Standards.

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The table set forth below has been reclassified to enable comparisons between the relevant amounts for the fiscal years ended March 31, 2015, 2016 and 2017, respectively:

	Customer Business				Total <sup>(1)</sup>	Global Markets Business Group	Other	Total
	Retail Banking Business Group	Corporate Banking Business Group <sup>(1)</sup>	Global Business Group <sup>(1)</sup>	Trust Assets Business Group				
(in billions)								
<b>Fiscal year ended March 31, 2015:</b>								
Net revenue:	¥ 1,299.4	¥ 1,148.5	¥ 1,289.8	¥ 171.5	¥ 3,710.0	¥ 664.3	¥ (9.8)	¥ 4,364.5
BTMU and MUTB:	577.5	946.2	478.2	71.0	1,944.7	497.7	39.7	2,482.1
Net interest income	374.9	404.9	233.9		958.2	278.2	172.2	1,408.6
Net fees	190.7	393.3	190.6	71.0	811.5	(34.8)	(78.8)	697.9
Other	11.9	148.0	53.7		175.0	254.3	(53.7)	375.6
Other than BTMU and MUTB <sup>(2)</sup>	721.9	202.3	811.6	100.5	1,765.3	166.6	(49.5)	1,882.4
Operating expenses	958.8	599.9	793.7	103.2	2,310.2	206.0	184.9	2,701.1
Operating profit (loss)	¥ 340.6	¥ 548.6	¥ 496.1	¥ 68.3	¥ 1,399.8	¥ 458.3	¥ (194.7)	¥ 1,663.4
<b>Fiscal year ended March 31, 2016:</b>								
Net revenue:	¥ 1,259.2	¥ 1,090.1	¥ 1,273.1	¥ 172.2	¥ 3,615.7	¥ 636.1	¥ (5.6)	¥ 4,246.2
BTMU and MUTB:	534.9	872.3	446.9	74.3	1,825.5	453.6	116.9	2,396.0
Net interest income	355.7	366.7	207.9		884.8	248.3	193.4	1,326.5
Net fees	171.8	387.8	187.1	74.3	791.2	(23.9)	(73.6)	693.7
Other	7.4	117.8	51.9		149.5	229.2	(2.9)	375.8
Other than BTMU and MUTB <sup>(2)</sup>	724.3	217.8	826.2	97.9	1,790.2	182.5	(122.5)	1,850.2
Operating expenses	972.6	603.8	815.1	102.0	2,340.6	208.6	146.0	2,695.2
Operating profit (loss)	¥ 286.6	¥ 486.3	¥ 458.0	¥ 70.2	¥ 1,275.1	¥ 427.5	¥ (151.6)	¥ 1,551.0
<b>Fiscal year ended March 31, 2017:</b>								
Net revenue:	¥ 1,198.3	¥ 1,041.6	¥ 1,303.7	¥ 173.1	¥ 3,539.0	¥ 582.0	¥ (9.1)	¥ 4,111.9
BTMU and MUTB:	485.9	834.7	444.6	73.0	1,731.3	387.5	71.7	2,190.5
Net interest income	335.3	343.0	213.3		844.0	228.0	149.8	1,221.8



Net fees	144.4	402.8	185.1	73.0	775.9	(8.6)	(78.7)	688.6
Other	6.2	88.9	46.2		111.4	168.1	0.6	280.1
Other than BTMU and MUTB <sup>(2)</sup>	712.4	206.9	859.1	100.1	1,807.7	194.5	(80.8)	1,921.4
Operating expenses	973.0	598.4	821.2	112.2	2,348.2	212.9	155.0	2,716.1
Operating profit (loss)	¥ 225.3	¥ 443.2	¥ 482.5	¥ 60.9	¥ 1,190.8	¥ 369.1	¥ (164.1)	¥ 1,395.8

## Notes:

- (1) Net revenue, operating expenses, and operating profit relating to the overseas Japanese Corporate business were ¥199.2 billion, ¥145.4 billion, and ¥53.8 billion for the fiscal year ended March 31, 2015, ¥178.9 billion, ¥152.9 billion, and ¥26.0 billion for the fiscal year ended March 31, 2016, and ¥177.7 billion, ¥156.6 billion, and ¥21.1 billion for the fiscal year ended March 31, 2017, respectively. To eliminate the double-counting of these amounts, adjustments have been made to the Total of Customer Business.
- (2) Includes MUFG and its subsidiaries other than BTMU on a stand-alone basis and MUTB on a stand-alone basis.

**Reconciliation**

As set forth above, the measurement bases and the income and expense items of the internal management reporting system are different from the accompanying consolidated statements of income. Therefore, it is impracticable to present reconciliations of all of the business segments' information, other than operating profit, to corresponding items in the accompanying consolidated statements of income.

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A reconciliation of operating profit under the internal management reporting system for the fiscal years ended March 31, 2015, 2016 and 2017 above to income before income tax expense shown in the accompanying consolidated statements of income is as follows:

	2015	2016	2017
	(in billions)		
Operating profit:	¥ 1,663	¥ 1,551	¥ 1,396
Provision for credit losses	(87)	(232)	(254)
Trading account profits (losses) net	636	(6)	(880)
Equity investment securities gains net	90	105	181
Debt investment securities gains (losses) net	(45)	(19)	48
Foreign exchange gains (losses) net	(117)	129	(110)
Equity in earnings of equity method investees net	173	177	198
Impairment of goodwill	(3)	(334)	(7)
Impairment of intangible assets	(1)	(118)	(6)
Provision for off-balance sheet credit instruments	(1)		(107)
Other net	(45)	(90)	(186)
Income before income tax expense	¥ 2,263	¥ 1,163	¥ 273

**31. FOREIGN ACTIVITIES**

Foreign operations include the business conducted by overseas offices, as well as international business conducted from domestic offices, principally several international banking-related divisions of BTMU's and MUTB's head office in Tokyo, and involve various transactions with debtors and customers residing outside Japan. Close integration of the MUFG Group's foreign and domestic activities makes precise estimates of the amounts of assets, liabilities, income and expenses attributable to foreign operations difficult and necessarily subjective. Assets, income and expenses attributable to foreign operations are allocated to geographical areas based on the domicile of the debtors and customers.

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Generally, interest rates with respect to funds borrowed and loaned between domestic and foreign operations are based on prevailing money market rates appropriate for the transactions. In general, the MUFG Group has allocated all direct expenses and a proportionate share of general and administrative expenses to income derived from foreign loans and other transactions by the MUFG Group's foreign operations. The following table sets forth estimated total assets at March 31, 2015, 2016 and 2017, and estimated total revenue, total expense, income (loss) before income tax expense (benefit) and net income (loss) attributable to Mitsubishi UFJ Financial Group for the respective fiscal years then ended:

	Domestic		Foreign			Total
	Japan	United States of America	Europe	Asia/Oceania excluding Japan	Other areas <sup>(1)</sup>	
	(in millions)					
<b>Fiscal year ended</b>						
<b>March 31, 2015:</b>						
Total revenue <sup>(2)</sup>	¥ 3,016,375	¥ 715,461	¥ 521,440	¥ 1,087,444	¥ 399,003	¥ 5,739,723
Total expense <sup>(3)</sup>	2,013,032	515,290	166,892	673,066	108,787	3,477,067
Income before income tax expense	1,003,343	200,171	354,548	414,378	290,216	2,262,656
Net income attributable to Mitsubishi UFJ Financial Group	410,671	187,354	309,808	358,627	264,667	1,531,127
Total assets at end of fiscal year	169,271,280	46,326,540	27,718,111	26,193,639	11,366,136	280,875,706
<b>Fiscal year ended</b>						
<b>March 31, 2016:</b>						
Total revenue <sup>(2)</sup>	¥ 2,995,693	¥ 800,726	¥ 326,381	¥ 981,076	¥ 309,552	¥ 5,413,428
Total expense <sup>(3)</sup>	2,501,616	741,930	205,459	661,920	139,833	4,250,758
Income before income tax expense	494,077	58,796	120,922	319,156	169,719	1,162,670
Net income attributable to Mitsubishi UFJ Financial Group	185,395	173,376	162,620	196,712	84,229	802,332
Total assets at end of fiscal year	176,979,064	52,719,811	26,194,772	25,019,537	11,644,171	292,557,355
<b>Fiscal year ended</b>						
<b>March 31, 2017:</b>						
Total revenue <sup>(2)</sup>	¥ 1,903,336	¥ 749,513	¥ 330,751	¥ 818,917	¥ 384,956	¥ 4,187,473

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Total expense <sup>(3)</sup>	2,345,731	677,548	138,128	582,665	170,858	3,914,930
Income (loss) before income tax expense (benefit)	(442,395)	71,965	192,623	236,252	214,098	272,543
Net income (loss) attributable to Mitsubishi UFJ Financial Group	(365,734)	119,189	216,584	102,803	129,838	202,680
Total assets at end of fiscal year	191,305,636	46,053,230	23,821,920	25,255,955	10,748,278	297,185,019

Notes:

- (1) Other areas primarily include Canada, Latin America, the Caribbean and the Middle East.
- (2) Total revenue is comprised of Interest income and Non-interest income.
- (3) Total expense is comprised of Interest expense, Provision (credit) for credit losses and Non-interest expense.

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The following is an analysis of certain asset and liability accounts related to foreign activities at March 31, 2016 and 2017:

	<b>2016</b>	<b>2017</b>
	<b>(in millions)</b>	
Cash and due from banks	¥ 870,492	¥ 1,179,613
Interest-earning deposits in other banks	7,445,190	6,798,036
<b>Total</b>	<b>¥ 8,315,682</b>	<b>¥ 7,977,649</b>
Trading account assets	¥ 35,572,903	¥ 27,436,540
Investment securities	¥ 7,699,198	¥ 6,863,563
Loans net of unearned income, unamortized premiums and deferred loan fees	¥ 50,359,697	¥ 51,191,297
Deposits	¥ 45,738,855	¥ 45,264,323
Funds borrowed:		
Call money, funds purchased	¥ 335,003	¥ 362,984
Payables under repurchase agreements	9,986,251	10,544,210
Payables under securities lending transactions	183,664	75,916
Other short-term borrowings	5,218,502	5,080,452
Long-term debt	3,450,351	2,579,053
<b>Total</b>	<b>¥ 19,173,771</b>	<b>¥ 18,642,615</b>
Trading account liabilities	¥ 7,870,518	¥ 8,298,435

**32. FAIR VALUE**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The guidance on fair value measurements also specifies a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority to quoted prices in active markets and the lowest priority to unobservable inputs, for example, the reporting entity's own data. Based on the observability of the inputs used in the valuation techniques, the following three-level hierarchy is specified by the guidance:

Level 1 Unadjusted quoted prices for identical instruments in active markets.

Level 2 Observable inputs other than Level 1 prices for substantially the full term of the instruments, such as quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; other inputs that are observable; or market-corroborated inputs.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the instruments.

A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The MUFG Group has an established and documented process for determining fair values in accordance with the guidance. When available, quoted prices are used to determine fair value. If quoted prices are not

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available, fair value is based upon valuation techniques that use observable or unobservable inputs. The fair values of liabilities are determined by discounting future cash flows at a rate which incorporates the MUFG Group's own creditworthiness. In addition, valuation adjustments may be made to ensure the financial instruments are recorded at fair value. These adjustments include, but are not limited to, amounts that reflect counterparty credit quality, liquidity risk and model risk.

The following section describes the valuation techniques used by the MUFG Group to measure fair values of certain financial instruments. The discussion includes the general classification of such financial instruments in accordance with the fair value hierarchy, a brief explanation of the valuation techniques, the significant inputs to those valuation techniques, and any additional significant assumptions.

***Interest-earning Deposits in Other Banks***

Cash flows are estimated based on the terms of the contracts and discounted using the market interest rates applicable to the maturity of the contracts, which are adjusted to reflect credit risks on counterparties. As the inputs into the valuation techniques are readily observable, these deposits are classified in Level 2 of the fair value hierarchy.

***Receivables Under Resale Agreements***

Cash flows are estimated based on the terms of the contracts and discounted using the market interest rates applicable to the maturity of the contracts, which are adjusted to reflect credit risks on counterparties. These receivables are classified in Level 2 of the fair value hierarchy.

***Trading Account Assets and Liabilities Trading Account Securities***

When quoted prices are available in an active market, the MUFG Group uses quoted prices to measure the fair values of securities and such securities are classified in Level 1 of the fair value hierarchy. Examples of Level 1 securities include certain Japanese and foreign government bonds, and marketable equity securities.

When quoted prices are available but the securities are not traded in active markets, such securities are classified in Level 2 of the fair value hierarchy. These securities include certain Japanese government agency bonds, Japanese prefectural and municipal bonds, foreign governments and official institutions bonds, corporate bonds, residential mortgage-backed securities and equity securities.

As for quoted prices provided by third-party vendors, independent price verification is performed by the MUFG group to determine the quality and reliability of the data for fair value measurement purposes. As part of its independent price verification procedures, the MUFG group obtains a sufficient understanding of the vendors' pricing sources and valuation processes. Further, the MUFG group performs internal price verification procedures to ensure that the quoted prices provided from the third-party vendors are reasonable. Such verification procedures include comparison of pricing sources and analysis of variances beyond certain thresholds.

When quoted prices are not available, the MUFG Group estimates fair values by using an internal model, quoted prices of securities with similar characteristics or non-binding prices obtained from independent third parties. Such securities include certain commercial paper, corporate bonds, asset-backed securities and residential mortgage-backed securities. For commercial paper, the MUFG Group estimates fair value using discounted cash flows. The cash flows are estimated in accordance with the terms of contracts and discounted using a discount

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rate based on the yield curve estimated from market interest rates appropriate to the securities. Commercial paper is generally classified in Level 2 of the fair value hierarchy. For corporate bonds, the MUFG Group estimates fair value using discounted cash flows. The cash flows are estimated in accordance with the terms of contracts and discounted using discount rates applicable to the maturity of the bonds, which are adjusted to reflect credit risk of issuers. Credit risk of issuers is reflected in the future cash flows being discounted by the interest rate applicable to the maturity of the bonds. Corporate bonds are classified in either Level 2 or Level 3 of the fair value hierarchy, depending primarily on the significance of the adjustments to the unobservable input of credit worthiness. For residential mortgage-backed securities, the MUFG Group estimates fair value using non-binding prices obtained from independent third parties. Residential mortgage-backed securities are classified as level 2 unless otherwise significant unobservable input is used for the valuation.

When there is less liquidity for securities or significant inputs used in the fair value measurements are unobservable, such securities are classified in Level 3 of the fair value hierarchy. Examples of such Level 3 securities include CLOs backed by general corporate loans, which are classified in asset-backed securities. The fair value of CLOs is measured by weighing the estimated fair value amounts from the internal model and the non-binding quotes from the independent broker-dealers. The weight of the quotes from independent broker-dealers is determined based on the result of inquiries with the broker-dealers to understand their basis of fair value calculation with consideration given to transaction volume. Key inputs to the internal model include projected cash flows through an analysis of underlying loans, probability of default which incorporates market indices such as LCDX (which is an index of loan credit default swaps), prepayment rates and discount rates reflecting liquidity premiums based on historical market data.

***Trading Account Assets and Liabilities Derivatives***

Exchange-traded derivatives valued using quoted prices are classified in Level 1 of the fair value hierarchy. Examples of Level 1 derivatives include stock futures index and interest rate futures. However, the majority of the derivative contracts entered into by the MUFG Group are traded over-the-counter and valued using valuation techniques as there are no quoted prices for such derivatives. The valuation techniques and inputs vary depending on the types and contractual terms of the derivatives. The principal valuation techniques used to value derivatives include discounted cash flows, the Black-Scholes model and the Hull-White model. The key inputs include interest rate yield curve, foreign currency exchange rate, volatility, credit quality of the counterparty or the MUFG Group and spot price of the underlying. These models are commonly accepted in the financial industry and key inputs to the models are generally readily observable in an active market. Derivatives valued using such valuation techniques and inputs are generally classified in Level 2 of the fair value hierarchy. Examples of such Level 2 derivatives include plain-vanilla interest rate swaps, foreign currency forward contracts and currency option contracts.

Derivatives that are valued using valuation techniques with significant unobservable inputs are classified in Level 3 of the fair value hierarchy. Examples of Level 3 derivatives include long-term interest rate or currency swaps and certain credit derivatives, where significant inputs such as volatility, credit curves and correlation of such inputs are unobservable.

***Investment Securities***

Investment securities include Available-for-sale debt and equity securities, whose fair values are measured using the same valuation techniques as the trading account securities described above. Investment securities also include investments in nonmarketable equity securities which are subject to specialized industry accounting principles. The valuation of such nonmarketable equity securities involves significant management judgment due

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to the absence of quoted prices, lack of liquidity and the long term nature of these investments. Further, there may be restriction on transfers of nonmarketable equity securities. The MUFG Group values such securities initially at transaction price and subsequently adjusts such valuations, considering evidence such as current sales transactions of similar securities, initial public offerings, recent equity issuances and change in financial condition of the investee company. Nonmarketable equity securities are included in Level 3 of the fair value hierarchy.

***Other Assets***

Other assets measured at fair value mainly consist of securities received as collateral that may be sold or repledged under securities lending transactions, money in trust for segregating cash deposited by customers on security transactions and derivatives designated as hedging instruments. The securities received as collateral under lending transactions mainly consist of certain Japanese and foreign government bonds which are valued using the valuation techniques previously described in the section entitled *Trading Account Assets and Liabilities Trading Account Securities* above.

Money in trust for segregating cash deposited by customers on security transactions mainly consists of certain Japanese government bonds which are valued using the valuation techniques described in the *Trading Account Assets and Liabilities Trading Account Securities* above and is included in Level 1 or Level 2 of the fair value hierarchy depending on the component assets.

The fair values of derivatives designated as hedging instruments are measured using the valuation techniques described in the *Trading Account Assets and Liabilities Derivatives* above.

***Obligations to Return Securities Received as Collateral***

Obligations to return securities received as collateral under securities lending transactions are measured at the fair values of the securities received as collateral. The securities received as collateral consist primarily of certain Japanese and foreign government bonds, whose fair values are measured using the valuation techniques described in the *Trading Account Assets and Liabilities Trading Account Securities* above.

***Other Short-term Borrowings and Long-term Debt***

Certain short-term borrowings and long-term debt are measured at fair value due to the election of the fair value option. The fair value of these instruments are measured principally based on the discounted cash flows. Where the inputs into the valuation techniques are mainly based on observable inputs, these instruments are classified in Level 2 of the fair value hierarchy. Where significant inputs are unobservable, they are classified in Level 3 of the fair value hierarchy.

***Market Valuation Adjustments***

Counterparty credit risk adjustments are made to certain financial assets such as over-the-counter derivatives to factor in counterparty credit exposure. As not all counterparties have the same credit risk, it is necessary, in calculating credit

risk adjustments, to take into account probability of a default event occurring for each counterparty which is primarily derived from observed or estimated spreads on credit default swaps. In addition, the counterparty credit risk adjustment takes into account the effect of credit risk mitigation such as pledged collateral and the legal right of offset with the counterparty.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

For own credit risk adjustments, the MUFG Group takes into consideration all the facts and circumstances, including its own credit rating, the difference between its funding rate and market interest rate, and the existence of collateralization or netting agreements. As a result of these analyses, the MUFG Group considered that own credit risk adjustments for financial liabilities were not material.

Liquidity adjustments are applied mainly to the instruments classified in Level 3 of the fair value hierarchy when recent observable prices of such instruments are not available or such instruments are traded in inactive or less active markets. The liquidity adjustments are based on the facts and circumstances of the markets including the availability of external quotes and the time since the latest available quote.

Model valuation adjustments such as unobservable parameter valuation adjustments may be provided when the fair values of instruments are determined based on internally developed valuation techniques. Examples of such adjustments include adjustments to the model price of certain derivatives where parameters such as correlation are unobservable. Unobservable parameter valuation adjustments are applied to mitigate the uncertainty inherent in the resulting valuation estimate.

***Investments in Certain Entities That Calculate Net Asset Value per Share***

The MUFG Group has interests in investment funds mainly hedge funds, private equity funds, and real estate funds that are measured at fair value on a recurring or nonrecurring basis.

Hedge funds are primarily multi-disciplinary hedge funds that employ a fundamental bottom-up investment approach across various asset classes and strategies. The MUFG Group's investments in hedge funds are generally redeemable on a quarterly basis with 15 days advance notice.

Private equity funds have specific investment objectives in connection with their acquisition of equity interests, such as providing financing and other support to start-up businesses, medium and small entities in a particular geographical area, and to companies with certain technology or companies in a high-growth industry. Generally, these investments cannot be redeemed with the funds, and the return of invested capital and its gains are derived from distributions received upon the liquidation of the underlying assets of the fund. It is estimated that the underlying assets of the fund would be liquidated within a ten-year period.

Real estate funds invest globally and primarily in real estate companies, debt recapitalizations and direct property. These investments are generally not redeemable with the funds. Distributions from each fund will be received as the underlying investments of the funds are liquidated. It is estimated that the underlying assets of the funds would be liquidated within a four-year period.

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Assets and Liabilities Measured at Fair Value on a Recurring Basis***

The following tables present the financial instruments carried at fair value by level within the fair value hierarchy as of March 31, 2016 and 2017:

<b>At March 31, 2016</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Fair Value</b>
	<b>(in millions)</b>			
<b>Assets</b>				
Trading account assets:				
Trading securities <sup>(1)</sup>	¥ 19,191,424	¥ 9,242,319	¥ 879,946	¥ 29,313,689
Debt securities				
Japanese national government and Japanese government agency bonds	1,292,815	276,643		1,569,458
Japanese prefectural and municipal bonds		130,467	2,467	132,934
Foreign governments and official institutions bonds	16,959,757	1,081,655	57,470	18,098,882
Corporate bonds		3,618,649	98,236	3,716,885
Residential mortgage-backed securities		3,163,571	23,540	3,187,111
Asset-backed securities		127,180	630,247	757,427
Other debt securities		6,515	35,944	42,459
Commercial paper		502,417		502,417
Equity securities <sup>(2)</sup>	938,852	335,222	32,042	1,306,116
Trading derivative assets	100,689	21,282,170	116,913	21,499,772
Interest rate contracts	17,567	16,414,291	50,185	16,482,043
Foreign exchange contracts	13,148	4,678,409	4,349	4,695,906
Equity contracts	69,974	67,179	46,337	183,490
Commodity contracts		61,196	15,787	76,983
Credit derivatives		61,095	255	61,350
Investment securities:				
Available-for-sale securities	32,836,477	8,014,480	375,274	41,226,231
Debt securities				
Japanese national government and Japanese government agency bonds	26,241,677	2,886,164		29,127,841
Japanese prefectural and municipal bonds		454,998		454,998
Foreign governments and official institutions bonds	1,247,768	805,359	20,941	2,074,068
Corporate bonds		999,685	23,595	1,023,280
Residential mortgage-backed securities		886,737	15	886,752
Commercial mortgage-backed securities		186,365	3,764	190,129
Asset-backed securities		1,508,501	158,281	1,666,782
Other debt securities		14,107	168,678	182,785
Marketable equity securities	5,347,032	272,564		5,619,596

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Other investment securities			24,689	24,689
Others <sup>(3)(4)</sup>	388,577	12,095	846	401,518
Total	¥ 52,517,167	¥ 38,551,064	¥ 1,397,668	¥ 92,465,899

**Liabilities**

Trading account liabilities:

Trading securities sold, not yet purchased	¥ 71,995	¥ 5,462	¥ 77,457	
Trading derivative liabilities	110,601	20,751,295	85,659	20,947,555
Interest rate contracts	8,969	16,254,674	11,972	16,275,615
Foreign exchange contracts	6,210	4,325,227	3,114	4,334,551
Equity contracts	95,422	62,688	54,252	212,362
Commodity contracts		55,301	16,132	71,433
Credit derivatives		53,405	189	53,594
Obligation to return securities received as collateral	1,840,584	78,482		1,919,066
Others <sup>(5)</sup>		502,439	(9,821)	492,618
Total	¥ 2,023,180	¥ 21,337,678	¥ 75,838	¥ 23,436,696

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

<b>At March 31, 2017</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Fair Value</b>
	<b>(in millions)</b>			
<b>Assets</b>				
Trading account assets:				
Trading securities <sup>(1)</sup>	¥ 10,646,728	¥ 11,027,560	¥ 799,493	¥ 22,473,781
Debt securities				
Japanese national government and Japanese government agency bonds	1,794,233	390,147		2,184,380
Japanese prefectural and municipal bonds		136,226		136,226
Foreign governments and official institutions bonds	7,764,734	466,151	1,836	8,232,721
Corporate bonds		3,305,520	25,521	3,331,041
Residential mortgage-backed securities		4,816,323	47,914	4,864,237
Asset-backed securities		280,502	654,814	935,316
Other debt securities		5,155	35,552	40,707
Commercial paper		1,084,421		1,084,421
Equity securities <sup>(2)</sup>	1,087,761	543,115	33,856	1,664,732
Trading derivative assets	112,687	18,619,331	101,100	18,833,118
Interest rate contracts	27,321	14,174,526	38,188	14,240,035
Foreign exchange contracts	9,661	4,270,548	20,455	4,300,664
Equity contracts	75,545	88,154	24,707	188,406
Commodity contracts	160	18,740	17,745	36,645
Credit derivatives		67,363	5	67,368
Investment securities:				
Available-for-sale securities	30,214,302	8,538,271	337,526	39,090,099
Debt securities				
Japanese national government and Japanese government agency bonds	23,053,677	2,772,611		25,826,288
Japanese prefectural and municipal bonds		1,015,489		1,015,489
Foreign governments and official institutions bonds	1,360,060	769,770	20,099	2,149,929
Corporate bonds		1,104,800	36,932	1,141,732
Residential mortgage-backed securities		1,188,903	15	1,188,918
Commercial mortgage-backed securities		77,297	2,971	80,268
Asset-backed securities		1,261,353	116,919	1,378,272
Other debt securities		10,199	160,590	170,789
Marketable equity securities	5,800,565	337,849		6,138,414
Other investment securities			26,292	26,292
Others <sup>(3)(4)</sup>	453,214	37,942	3,850	495,006
<b>Total</b>	<b>¥ 41,426,931</b>	<b>¥ 38,223,104</b>	<b>¥ 1,268,261</b>	<b>¥ 80,918,296</b>

**Liabilities**

Trading account liabilities:



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Trading securities sold, not yet purchased	¥ 128,292	¥ 1,392	¥	¥ 129,684
Trading derivative liabilities	135,342	18,461,252	63,855	18,660,449
Interest rate contracts	45,539	14,249,439	9,637	14,304,615
Foreign exchange contracts	5,219	4,072,787	5,597	4,083,603
Equity contracts	84,514	66,482	31,019	182,015
Commodity contracts	70	14,730	17,375	32,175
Credit derivatives		57,814	227	58,041
Obligation to return securities received as collateral	3,423,936	92,296		3,516,232
Others <sup>(5)</sup>		376,724	28,432	405,156
Total	¥ 3,687,570	¥ 18,931,664	¥ 92,287	¥ 22,711,521

Notes:

- (1) Includes securities measured under the fair value option.
- (2) Excludes certain investments valued at net asset value of hedge funds and private equity funds, whose fair values at March 31, 2016 were ¥481 million, and ¥11,457 million, respectively, and those at March 31, 2017 were nil, and ¥13,150 million, respectively. The amounts of unfunded commitments related to these hedge funds and private equity funds at March 31, 2016 were nil, and ¥18,027 million, respectively, and those at March 31, 2017 were nil, and ¥27,735 million, respectively.

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- (3) Mainly comprises securities received as collateral that may be sold or repledged under securities lending transactions, money in trust for segregating cash deposited by customers on security transactions and derivative assets designated as hedging instruments.
- (4) Excludes certain investments valued at net asset value of real estate funds and private equity funds, whose fair values at March 31, 2016 were ¥1,905 million, and ¥1,878 million, respectively, and those at March 31, 2017 were ¥41 million, and ¥119 million, respectively. The amounts of unfunded commitments related to these real estate funds and private equity funds at March 31, 2016 were nil, and ¥104 million, respectively, and those at March 31, 2017 were nil, respectively.
- (5) Includes other short-term borrowings, long-term debt, bifurcated embedded derivatives carried at fair value and derivative liabilities designated as hedging instruments.

**Transfers Between Level 1 and Level 2**

During the fiscal years ended March 31, 2016 and 2017, the transfers between Level 1 and Level 2 were as follows:

	2016		2017	
	Transfers out of Level 1 into Level 2 <sup>(1)</sup>	Transfers out of Level 2 into Level 1 <sup>(1)</sup>	Transfers out of Level 1 into Level 2 <sup>(1)</sup>	Transfers out of Level 2 into Level 1 <sup>(1)</sup>
	(in millions)			
<b>Assets</b>				
Trading account assets:				
Trading securities				
Debt securities				
Foreign governments and official institutions bonds	¥	¥ 26,388	¥	¥
Investment securities:				
Available-for-sale securities				
Marketable equity securities	26,889	10,253	22,578	27,807

Note:

- (1) The transfers between level 1 and 2 occurred during the first-half of the fiscal year are assumed to have occurred at the beginning of the first-half year, and the transfers occurred during the second-half of the fiscal year are assumed to have occurred at the beginning of the second-half year.

In general, the transfers from Level 1 into Level 2 comprised of securities whose fair values were measured at quoted prices in active markets at the beginning of the period but such quoted prices were no longer available at the end of the period. The transfers from Level 2 into Level 1 comprised of securities for which quoted prices in active markets became available at the end of the period even though such quoted prices were not available at the beginning of the

period.

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## MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

*Changes in Level 3 Recurring Fair Value Measurements*

The following tables present a reconciliation of the assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the fiscal years ended March 31, 2016 and 2017. The determination to classify a financial instrument within Level 3 is based upon the significance of the unobservable inputs to overall fair value measurement. However, Level 3 financial instruments typically include, in addition to the unobservable or Level 3 input, observable inputs (that is, inputs that are actively quoted and can be validated to external sources). Accordingly, the gains and losses in the tables below include changes in fair value due in part to observable inputs used in the valuation techniques.

**Total gains (losses)  
for the period**

	March 31, 2015	Included in earnings	Included in other comprehensive income	Purchases	Issues	Sales	Settlements	Transfers into Level 3 <sup>(5)</sup>	Transfers out of Level 3 <sup>(5)</sup>	March 31, 2016
	(in millions)									
unt	¥ 847,840	¥ (51,674) <sup>(2)</sup>	¥	¥ 370,342	¥	¥ (161,486)	¥ (141,189)	¥ 53,054	¥ (36,941)	¥ 879,946
s										
d nds		251		11,945		(9,729)				2,467
and										
onds	66,197	(4,236)		68,443		(19,550)	(53,384)			57,470
nds	96,918	(3,561)		56,964		(51,705)	(16,484)	53,045 <sup>(6)</sup>	(36,941) <sup>(6)</sup>	98,236
	38,730	(1,441)					(13,749)			23,540

ked

	586,635	(42,607)		223,130		(79,339)	(57,572)			630,247
	37,812	(1,868)								35,944
ies	21,548	1,788		9,860		(1,163)		9		32,042
et	39,250	(6,586) <sup>(2)</sup>	(214)	4,099	(3,460)		1,948	4,684	(8,467)	31,254
	29,074	7,912	(115)	7			4,687	515	(3,867)	38,213
ange	8,401	(2,404)	(107)	3,024	(2,941)		(3,712)	4,101	(5,127)	1,235
	5,906	(12,227)	(12)	172	(172)		(1,582)			(7,915)
	(933)	52	(12)	896	(347)		(1)			(345)
ives	(3,198)	81	32				2,556	68	527	66
-sale	401,837	(9,124) <sup>(3)</sup>	66	331,478		(802)	(351,358)	6,187	(3,010)	375,274
s										
and										
onds	29,649		121	2,151			(10,980)			20,941
onds	19,284	1,156	(258)	1,150		(366)	(2,015)	6,187 <sup>(6)</sup>	(1,543) <sup>(6)</sup>	23,595
ked	93						(78)			15
ked	3,785		219				(240)			3,764
	166,723	(10,280)	30	312,497			(310,689)			158,281
	182,303		(46)	15,680		(436)	(27,356)		(1,467)	168,678
ment	22,537	984 <sup>(4)</sup>		3,323		(2,155)				24,689
	917	(61) <sup>(4)</sup>		169		(179)				846
	¥ 1,312,381	¥ (66,461)	¥ (148)	¥ 709,411	¥ (3,460)	¥ (164,622)	¥ (490,599)	¥ 63,925	¥ (48,418)	¥ 1,312,009
	¥ 36,293	¥ 35,111 <sup>(4)</sup>	¥ 1,314	¥ (2,271)	¥ 13,282	¥	¥ (21,660)	¥ 7,782	¥ (6,822)	¥ (9,821)
	¥ 36,293	¥ 35,111	¥ 1,314	¥ (2,271)	¥ 13,282	¥	¥ (21,660)	¥ 7,782	¥ (6,822)	¥ (9,821)

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## MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Total gains (losses) for the period

	March 31, 2016	Included in earnings	Included in other comprehensive income	Purchases	Issues	Sales (in millions)	Settlements	Transfers into Level 3 <sup>(5)</sup>	Transfers out of Level 3 <sup>(5)</sup>	March 31, 2017
Amount	¥ 879,946	¥ (3,062) <sup>(2)</sup>	¥	¥ 375,549	¥	¥ (143,806)	¥ (315,002)	¥ 58,409	¥ (52,541)	¥ 799,493
Assets		(1,209)					(10,106)	11,315		
Liabilities	2,467	84				(2,551)				
Equity	57,470	(5,273)		49,631		(49,342)	(50,638)		(12)	1,836
Other	98,236	(2,783)		2,802		(6,659)	(60,640)	47,094 <sup>(6)</sup>	(52,529) <sup>(6)</sup>	25,521
Other	23,540	(5,036)		38,086			(8,676)			47,914
Other	630,247	9,437		281,792		(85,254)	(181,408)			654,814
Other	35,944	(392)								35,552
Other	32,042	2,110		3,238			(3,534)			33,856

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et	31,254	(2,305) <sup>(2)</sup>	(847)	1,274	(2,968)	(13,573)	31,839	(7,429)	37,245	
	38,213	(1,942)	(457)		(2)	(6,704)	4,170	(4,727)	28,551	
nge	1,235	(14,291)	15	524	(20)	1,035	29,126	(2,766)	14,858	
	(7,915)	12,917	(376)	147	(1,529)	(8,155)	(1,465)	64	(6,312)	
	(345)	1,397	(12)	603	(1,417)	144			370	
et	66	(386)	(17)			107	8		(222)	
sale	375,274	(3,504) <sup>(3)</sup>	(35,082)	300,765	(268)	(292,198)	6,835	(14,296)	337,526	
s										
and										
nds	20,941		(1,099)	999		(742)			20,099	
nds	23,595	22	(463)	26,222	(268)	(6,086)	6,835 <sup>(6)</sup>	(12,925) <sup>(6)</sup>	36,932	
ked	15								15	
ked	3,764		(282)			(511)			2,971	
	158,281	(3,526)	(26,651)	250,156		(259,970)		(1,371)	116,919	
	168,678		(6,587)	23,388		(24,889)			160,590	
ent	24,689	2,432 <sup>(4)</sup>		4,012	(4,662)	(110)		(69)	26,292	
	846	280 <sup>(4)</sup>	111	1,230	(32)		1,415		3,850	
	¥ 1,312,009	¥ (6,159)	¥ (35,818)	¥ 682,830	¥ (2,968)	¥ (148,768)	¥ (620,883)	¥ 98,498	¥ (74,335)	¥ 1,204,406
	¥ (9,821)	¥ (24,383) <sup>(4)</sup>	¥ 17,155	¥	¥ 4,062	¥	¥ (30,214)	¥ 59,635	¥ (2,458)	¥ 28,432
	¥ (9,821)	¥ (24,383)	¥ 17,155	¥	¥ 4,062	¥	¥ (30,214)	¥ 59,635	¥ (2,458)	¥ 28,432



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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Notes:

- (1) Includes Trading securities measured under the fair value option.
- (2) Included in Trading account profits (losses) net and in Foreign exchange gains (losses) net.
- (3) Included in Investment securities gains net.
- (4) Included in Trading account profits (losses) net.
- (5) All transfers out of Level 3 or into Level 3 were assumed to have occurred at the beginning of the first-half or the second-half of the fiscal year.
- (6) Transfers into (out of) Level 3 for corporate bonds were mainly caused by the decrease (increase) in liquidity.

**Quantitative Information about Level 3 Fair Value Measurements**

The following tables present information on the valuation techniques, significant unobservable inputs and their ranges for each major category of assets and liabilities measured at fair value on a recurring basis and classified in Level 3:

At March 31, 2016	Fair value <sup>(1)</sup>	Valuation technique	Significant unobservable inputs	Range	Weighted Average <sup>(2)</sup>
(in millions)					
<b>Assets</b>					
Trading securities and Investment securities:					
Japanese prefectural and municipal bonds	¥ 2,467	Monte Carlo method	Correlation between interest rate and foreign exchange rate	31.1%~49.7%	40.4%
			Correlation between interest rates	51.1%	51.1%
Foreign governments and official institutions bonds	831	Monte Carlo method	Correlation between interest rate and foreign exchange rate	21.1%~49.7%	28.9%
			Correlation between interest rates	37.9%~51.1%	45.5%
	20,941	Return on equity method	Probability of default	0.1%~0.9%	0.3%
			Recovery rate	60.0%~70.0%	66.8%
			Market-required return on capital	8.0%~10.0%	9.0%
Corporate bonds	8,634	Discounted cash flow	Probability of default	4.7%~13.1%	5.3%
			Recovery rate	41.0%~74.1%	55.2%
Residential mortgage-backed	144,897	Discounted cash flow	Probability of default	1.2%~5.3%	4.3%

securities,  
Commercial  
mortgage-backed  
securities and  
Asset-backed  
securities

			Recovery rate	60.0%~76.0%	65.1%
	617,350	Internal model <sup>(4)</sup>	Asset correlations	9.0%~13.0%	12.9%
			Discount factor	1.8%~4.3%	1.9%
			Prepayment rate	8.7%~20.9%	20.5%
			Probability of default	0.0%~82.1%	<sup>(3)</sup>
			Recovery rate	51.3%~61.6%	61.4%
Other debt securities	35,944	Discounted cash flow	Liquidity premium	0.5%~0.6%	0.5%
		Return on equity			
	168,678	method	Probability of default	0.0%~25.0%	0.5%
			Recovery rate	40.0%~90.0%	69.3%
			Market-required return on capital	8.0%~10.0%	9.9%

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

<b>At March 31, 2016</b>	<b>Fair value<sup>(1)</sup> (in millions)</b>	<b>Valuation technique</b>	<b>Significant unobservable inputs</b>	<b>Range</b>	
<b>Trading derivatives net:</b>					
Interest rate contracts net	37,623	Option model	Probability of default	0.1%~13.1%	
			Correlation between interest rates	5.3%~99.8%	
			Correlation between interest rate and foreign exchange rate	21.1%~49.7%	
			Recovery rate	41.0%~47.0%	
			Volatility	85.4%~201.8%	
Equity contracts net	(10,139)	Option model	Correlation between interest rate and equity	33.3%~39.0%	
			Correlation between foreign exchange rate and equity	6.0%	
			Correlation between equities	27.4%~65.3%	
			Volatility	0.0%~106.6%	
	2,348	Discounted cash flow	Term of litigation	1 year	
					<b>Weighted Average<sup>(2)</sup></b>
<b>At March 31, 2017</b>	<b>Fair value<sup>(1)</sup> (in millions)</b>	<b>Valuation technique</b>	<b>Significant unobservable inputs</b>	<b>Range</b>	
<b>Assets</b>					
Trading securities and Investment securities:					
Foreign governments and official institutions bonds					
	¥ 20,099	Return on equity method	Probability of default	0.1%~0.4%	0.3%
			Recovery rate	60.0%~70.0%	67.0%
			Market-required return on capital	8.0%~10.0%	9.0%
Corporate bonds	19,313	Discounted cash flow	Probability of default	4.4%~8.8%	5.6%
			Recovery rate	41.0%~81.2%	42.8%
Residential mortgage-backed securities, Commercial mortgage-backed securities and Asset-backed securities					
	108,132	Discounted cash flow	Probability of default	1.2%~5.3%	4.3%
			Recovery rate	60.0%~76.0%	64.7%
	650,814	Internal model <sup>(4)</sup>	Asset correlations	7.0%~11.0%	11.0%

			Discount factor	1.2%~1.4%	1.2%
			Prepayment rate	9.5%~29.5%	29.3%
			Probability of default	0.0%~83.1%	(3)
			Recovery rate	52.8%~80.9%	80.6%
Other debt securities	35,552	Discounted cash flow	Liquidity premium	0.5%~1.0%	0.6%
		Return on equity			
	160,479	method	Probability of default	0.0%~25.0%	0.3%
			Recovery rate	40.0%~90.0%	71.1%
			Market-required return on capital	8.0%~10.0%	9.7%

<b>At March 31, 2017</b>	<b>Fair value<sup>(1)</sup></b>	<b>Valuation technique</b>	<b>Significant unobservable inputs</b>	<b>Range</b>
	<b>(in millions)</b>			
<b>Trading derivatives net:</b>				
Interest rate contracts net	28,297	Option model	Probability of default	0.1%~13.2%
			Correlation between interest rates	36.0%~100.0%
			Correlation between interest rate and foreign exchange rate	20.4%~48.8%
			Recovery rate	41.0%~48.0%
			Volatility	21.6%~100.0%

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

<b>At March 31, 2017</b>	<b>Fair value<sup>(1)</sup> (in millions)</b>	<b>Valuation technique</b>	<b>Significant unobservable inputs</b>	<b>Range</b>
Foreign exchange contracts net	14,890	Option model	Probability of default	0.1%~8.7%
			Correlation between interest rates	40.3%~74.0%
			Correlation between interest rate and foreign exchange rate	46.4%~50.7%
			Correlation between underlying assets	85.0%
			Recovery rate	41.0%~48.0%
Equity contracts net	(6,659)	Option model	Volatility	16.8%~20.6%
			Correlation between interest rate and equity	33.3%~39.0%
			Correlation between foreign exchange rate and equity	3.0%~69.2%
			Correlation between equities	25.5%~81.3%
			Volatility	29.8%~127.4%

## Notes:

- (1) The fair value as of March 31, 2016 and 2017 excludes the fair value of investments valued using vendor prices.
- (2) Weighted averages are calculated by weighing each input by the relative fair value of the respective financial instruments.
- (3) See Probability of default in Sensitivity to and range of unobservable inputs.
- (4) For further detail of Internal model, refer to the last paragraph of Trading Account Assets and Liabilities Trading Account Securities.

**Sensitivity to and range of unobservable inputs**

**Probability of default** Probability of default is an estimate of the likelihood that the default event will occur and the MUFG Group will be unable to collect the contractual amounts. A significant increase (decrease) in the default rate would result in a significant decrease (increase) in a fair value through a decrease (increase) in the estimated cash flows. Probability of default used in internal model of Residential mortgage-backed securities, Commercial mortgage-backed securities and Asset-backed securities represents that of underlying assets, whereas probability of default used in other valuation techniques represents the counterparty default risks, determined through the MUFG Group's credit rating system.

The wide range of probability of default used in internal model of Residential mortgage-backed securities, Commercial mortgage-backed securities and Asset-backed securities is mainly caused by Asset-backed securities. Asset-backed securities have a large number of underlying loans, mainly corporate loans, in several industries. The MUFG Group primarily makes investments in the senior tranches of such securities, with no investments in the equity portion. Thus, the MUFG Group's investments have higher priority of payments than mezzanine and equity and even if

some of underlying loans become default, the MUFG Group may still be able to receive the full contractual payments.

For derivative contracts, the MUFG Group holds positions with a large number of counterparties with various credit quality, which results in wider range of probability of default. However, the majority of counterparties have higher ratings, categorized as Normal in the internal credit rating system, the inputs used to estimate fair value of derivative contracts are concentrated in the lower end of the range.

***Discount factor and Liquidity premium*** Discount factor and liquidity premium are adjustments to discount rates to reflect uncertainty of cash flows and liquidity of the instruments. When recent prices of similar instruments are unobservable in inactive or less active markets, discount rates are adjusted based on the facts and circumstances of the markets including the availability of quotes and the time since the latest available quotes. A significant increase (decrease) in discount rate would result in a significant decrease (increase) in a fair value.

***Recovery rate and Prepayment rate*** Recovery rate is the proportion of the total outstanding balance of a bond or loan that is expected to be collected in a liquidation scenario. For many debt securities (such as asset-

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**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

backed securities), there is no directly observable market input for recovery, but indications of recovery levels are available from third-party pricing services. The assumed recovery of a security may differ from its actual recovery that will be observable in the future. Prepayment rate represents the proportion of principal that is expected to be paid prematurely in each period on a security or pool of securities. Prepayment rates change the future cash flows for the investor and thereby change the fair value of the security. Recovery rate and prepayment rate would affect estimation of future cash flows to a certain extent and changes in these inputs could result in a significant increase or decrease in fair value.

**Volatility** Volatility is a measure of the speed and severity of market price changes and is a key factor in pricing. Typically, instruments can become more expensive if volatility increases. A significant increase (decrease) in volatility would cause a significant increase (decrease) in the value of an option resulting in the significant increase (decrease) in fair value.

The level of volatility generally depends on the tenor of the underlying instrument and the strike price or level defined in the contract. Volatilities for certain combinations of tenor and strike price are not observable. The volatility inputs used to estimate fair value of interest rate contracts are distributed throughout the range.

**Correlation** Correlation is a measure of the relationship between the movements of two variables (i.e. how the change in one variable influences a change in the other variables). A variety of correlation-related assumptions are required for a wide range of instruments including foreign governments and official institutions bonds, asset-backed securities, corporate bonds, derivatives and certain other instruments. In most cases, correlations used are not observable in the market and must be estimated using historical information. Changes in correlation inputs can have a major impact, favorable or unfavorable, on the value of an instrument, depending on its nature. In addition, the wide range of correlation inputs are primarily due to the complex and unique nature of these instruments. There are many different types of correlation inputs, including cross-asset correlation (such as correlation between interest rate and equity), and same-asset correlation (such as correlation between interest rates). Correlation levels are highly dependent on market conditions and could have a relatively wide range of levels within or across asset classes.

For interest rate contracts and foreign exchange contracts, the diversity in the portfolio held by the MUFG Group is reflected in wide ranges of correlation, as the fair values of transactions with a variety of currencies and tenors are determined using several foreign exchange and interest rate curves. For equity derivative contracts, the wide range of correlation between interest rate and equity is primarily due to the large number of correlation pairs with different maturities of contracts. For credit derivative contracts, the wide range of correlation between underlying assets is primarily due to factors such as reference assets with different maturities, capital structure subordinations, and credit quality.

**Term of litigation** Term of litigation is the estimated period until the resolution of a certain litigation matter that relates to an issuer's restricted shares ( Covered Litigation ) that the MUFG Group purchased, which is referenced in certain swap transactions.

These swaps are valued using a discounted cash flow methodology and are dependent upon the final resolution of the Covered Litigation. The settlement timing of the Covered Litigation is not observable in the market, therefore the

estimated term is classified as a level 3 input.

The restricted shares which the MUFG Group purchased will be convertible to listed shares of the issuer at the end of the Covered Litigation. The restricted shares will be diluted dependent upon the settlement amount of the Covered Litigation and the dilution of the restricted shares is accomplished through an adjustment to the

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

conversion rate of the restricted shares. In order to hedge the reduction of the conversion rate, the MUFG Group entered into certain swaps with the seller which references the conversion rate. The value generated by these trades is subject to the ultimate term of the issuer's litigation, subject to a minimum term referenced within the trade contracts.

***Market-required return on capital*** Market-required return on capital is the return on capital expected by the secondary market. A significant increase (decrease) in the market-required return on capital would result in a significant decrease (increase) in a fair value of a financial asset.

***Valuation Process for Level 3 Fair Value Measurements***

The MUFG Group establishes valuation policies and procedures for measuring fair value, for which the risk management departments ensure that the valuation techniques used are logical, appropriate and consistent with market information. The financial accounting offices ensure that the valuation techniques are consistent with the accounting policies.

In accordance with the valuation policies and procedures, fair value is determined by the risk management departments or similar sections that are independent of the front offices in order to ensure objectivity and validity of measuring fair value. An analysis performed on the determined fair value is periodically reported to the management.

When valuation techniques are used to measure fair value, the valuation techniques are required to be pre-approved by the risk management departments. If the risk management departments determine that the techniques are not consistent with market practice, the valuation techniques are modified as necessary.

Fair value measurements are verified for reasonableness by the risk management departments which are responsible to perform an analytical review of the fair value measurements which includes a comparison with market trends and information.

For non-binding prices obtained from independent third parties, internal price verification procedures are performed by the risk management departments. Such verification procedures include comparison of pricing sources and analysis of variances beyond certain thresholds.

Unobservable inputs used in a Level 3 fair value measurement are internally estimated by the risk management departments based upon the market information such as observable inputs. The reasonableness of the inputs is validated by other risk management departments by a comparison analysis between the market value of financial instruments using such Level 3 inputs and the internally estimated fair value, to the extent necessary.

**Table of Contents****MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis***

Certain assets and liabilities may be measured at fair value on a nonrecurring basis in periods subsequent to their initial recognition. These assets are subject to fair value adjustments that result from the application of the lower of cost or fair value accounting or write-downs of individual assets. The following table presents the carrying value of assets measured at fair value on a nonrecurring basis by level within the fair value hierarchy as of March 31, 2016 and 2017:

	2016				2017			
	Level 1	Level 2	Level 3	Total carrying value	Level 1	Level 2	Level 3	Total carrying value
	(in millions)							
<b>Assets</b>								
Investment securities <sup>(1)</sup>	¥	¥	¥ 48,022	¥ 48,022	¥	¥	¥ 2,224	¥ 2,224
Loans	13,900	8,779	323,176	345,855	4,941	9,020	219,963	233,924
Loans held for sale			10,361	10,361			6,480	6,480
Collateral dependent loans	13,900	8,779	312,815	335,494	4,941	9,020	213,483	227,444
Premises and equipment			11,658	11,658			3,507	3,507
Intangible assets			6,210	6,210			1,652	1,652
Goodwill			58,887	58,887			4,869	4,869
Other assets <sup>(1)</sup>			6,733	6,733			6,872	6,872
Other			6,733	6,733			6,872	6,872
<b>Total</b>	<b>¥ 13,900</b>	<b>¥ 8,779</b>	<b>¥ 454,686</b>	<b>¥ 477,365</b>	<b>¥ 4,941</b>	<b>¥ 9,020</b>	<b>¥ 239,087</b>	<b>¥ 253,048</b>

Note:

(1) Excludes certain investments valued at net asset value of ¥1,541 million and ¥15,884 million at March 31, 2016 and 2017, respectively. The unfunded commitments related to these investments are ¥127 million and ¥5,359 million at March 31, 2016 and 2017, respectively. These investments are in private equity funds and limited partnerships.

The following table presents losses recorded as a result of changes in the fair value of assets measured at fair value on a nonrecurring basis for the fiscal years ended March 31, 2016 and 2017:

**2016**      **2017**

	<b>(in millions)</b>	
Investment securities	¥ 14,146	¥ 1,016
Loans	82,720	63,581
Loans held for sale	363	55
Collateral dependent loans	82,357	63,526
Premises and equipment	7,191	6,798
Intangible assets	117,726	5,803
Goodwill	333,719	6,638
Other assets	1,199	6,561
Investments in equity method investees	681	5,465
Other	518	1,096
<b>Total</b>	<b>¥ 556,701</b>	<b>¥ 90,397</b>

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Investment securities primarily include impaired cost-method investments which were written down to fair value during the period. The fair values of nonmarketable equity securities are mainly determined by the Trinomial Tree Method in which the present value of dividend cash flows and option prices are used. These impaired investment securities are classified as Level 3 of the fair value hierarchy. The fair values of investments in funds are mainly measured using the net asset value per share.

Loans include loans held for sale and collateral dependent loans. Loans held for sale are recorded at the lower of cost or estimated fair value. The fair value of the loans held for sale is based on secondary market prices, recent transactions or discounted cash flows. These loans are principally classified in Level 3 of the fair value hierarchy, and when quoted prices are available but not traded actively, such loans held for sale are classified in Level 2 of the fair value hierarchy. Collateral dependent loans are measured at fair value of the underlying collateral. Collateral is comprised mainly of real estate and exchange-traded equity securities. The MUFG Group maintains an established process for internally determining the fair value of real estate, using the following valuation techniques and assumptions. Collateral dependent loans that are measured based on underlying real estate collateral are classified in Level 3 of the fair value hierarchy.

*Replacement cost approach.* The replacement cost approach is primarily used for buildings and the land they are built on. This approach calculates the fair value of the collateral using the replacement cost of the property as of the valuation date. Replacement cost tables and useful life tables used for this approach are developed by subsidiaries of MUFG.

*Sales comparison approach.* The sales comparison approach is mainly used for land. The fair value of the collateral located in Japan is based on Japanese government official land prices and standard land prices, considering the results of comparison analysis between the official roadside value which is used for tax purposes and the related government official land and standard land prices.

*Income approach.* The income approach is, as a general rule, applied to all rental properties based on the highest and best use concept. This approach calculates the fair value of the collateral using expected future cash flows. In this approach, the expected annual net operating income is discounted using the related capitalization yield. The significant assumptions within the income approach are the expected annual net operating income and capitalization yield. The expected annual net operating income is estimated based on rental income of the property. The capitalization yield is determined based on the location and use of the property by subsidiaries of MUFG. The capitalization yield may be adjusted to reflect the trends in locations, occupancy rates and rent level and other factors.

Premises and equipment consist of those assets which were written down to fair value. The fair values are determined based on prices obtained from an appraiser or discounted cash flows. These impaired premises and equipment are classified as Level 3 of the fair value hierarchy.

Intangible assets consist of those assets which were written down to fair value. The fair values are determined based on discounted cash flows. These impaired intangible assets are classified as Level 3 of the fair value hierarchy.

Other assets mainly consist of investments in equity method investees which were written down to fair value due to impairment. When investments in equity method investees are marketable equity securities, the fair values are determined based on quoted prices. Impaired investments in equity method investees which are marketable equity securities are classified in either Level 1 or Level 2 of the fair value hierarchy. When investments in equity method investees are nonmarketable equity securities, the fair values are determined using the same methodologies as those for impaired nonmarketable equity securities described above. Impaired investments in equity method investees which are nonmarketable equity securities are classified in Level 3 of the fair value hierarchy.

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The MUFG Group elected the fair value option for foreign currency-denominated debt securities and equity securities held by BTMU and MUTB. The election was made to mitigate accounting mismatches related to fluctuations of foreign exchange rates by allowing the gains and losses on translation of these securities to be included in current earnings. Had the fair value option not been elected, the gains and losses on translation of these securities would have been reflected in OCI, while the gains and losses on translation of foreign currency-denominated financial liabilities would have been included in current earnings.

The MUFG Group also elected the fair value option for certain financial instruments held by MUSHD's foreign subsidiaries because those financial instruments are managed on a fair value basis, and these exposures are considered to be trading-related positions. These financial assets are included in Other assets. These financial liabilities are mainly included in Other short-term borrowings and Long-term debt. Unrealized gains and losses on such financial instruments are recognized in the accompanying consolidated statements of income.

The following table presents the gains or losses recorded for the fiscal years ended March 31, 2015, 2016 and 2017 related to the eligible instruments for which the MUFG Group elected the fair value option:

	2015			2016			2017		
	Trading account profits (losses)	Foreign exchange gains (losses)	Total changes in fair value	Trading account profits (losses)	Foreign exchange gains (losses)	Total changes in fair value	Trading account profits (losses)	Foreign exchange gains (losses)	Total changes in fair value
	(in millions)								
Financial assets:									
Trading account securities	¥ 689,420	¥ 966,636	¥ 1,656,056	¥ (157,814)	¥ (1,058,046)	¥ (1,215,860)	¥ (464,947)	¥ (407,439)	¥ (872,386)
Other assets	(564)		(564)	3		3			
<b>Total</b>	<b>¥ 688,856</b>	<b>¥ 966,636</b>	<b>¥ 1,655,492</b>	<b>¥ (157,811)</b>	<b>¥ (1,058,046)</b>	<b>¥ (1,215,857)</b>	<b>¥ (464,947)</b>	<b>¥ (407,439)</b>	<b>¥ (872,386)</b>
Financial liabilities:									
Other short-term borrowings <sup>(1)</sup>	¥ 5,515	¥	¥ 5,515	¥ 3,422	¥	¥ 3,422	¥ (10,380)	¥	¥ (10,380)
Long-term debt <sup>(1)</sup>	(1,549)		(1,549)	10,443		10,443	(93,464)		(93,464)

Total            ¥ 3,966    ¥            ¥ 3,966    ¥ 13,865    ¥            ¥ 13,865    ¥(103,844)    ¥            ¥(103,844)

Note:

- (1) Change in value attributable to the instrument-specific credit-risk-related to those financial liabilities are not material.

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The following table presents the differences between the aggregate fair value and the aggregate remaining contractual principal balance outstanding as of March 31, 2016 and 2017 for long-term debt instruments for which the fair value option has been elected:

	2016		2017			
	Remaining aggregate contractual amounts outstanding	Fair value	Fair value over (under) remaining aggregate contractual amounts outstanding (in millions)	Remaining aggregate contractual amounts outstanding	Fair value	Fair value over (under) remaining aggregate contractual amounts outstanding
<b>Financial liabilities:</b>						
Long-term debt	¥ 521,217	¥ 499,386	¥ (21,831)	¥ 404,510	¥ 377,423	¥ (27,087)
<b>Total</b>	<b>¥ 521,217</b>	<b>¥ 499,386</b>	<b>¥ (21,831)</b>	<b>¥ 404,510</b>	<b>¥ 377,423</b>	<b>¥ (27,087)</b>

Interest income and expense related to the assets and liabilities for which the fair value option is elected are measured based on the contractual rates and dividend income related to these assets are recognized when the shareholder right to receive the dividend is established. These interest income and expense and dividend income are reported in the accompanying consolidated statements of income as either interest income or expense, depending on the nature of the related asset or liability.

***Estimated Fair Value of Financial Instruments***

The following is a summary of carrying amounts and estimated fair values by level within the fair value hierarchy of financial instruments which are not carried at fair value on a recurring basis in the accompanying consolidated balance sheets as of March 31, 2016 and 2017:

<b>At March 31, 2016</b>	<b>Carrying amount</b>	<b>Total</b>	<b>Estimated fair value</b>		
			<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>(in billions)</b>					
<b>Financial assets:</b>					
Cash and due from banks	¥ 8,656	¥ 8,656	¥ 8,656	¥	¥
Interest-earning deposits in other banks	41,018	41,018		41,018	
Call loans and funds sold	699	699		699	
Receivables under resale agreements	7,447	7,447		7,447	



Receivables under securities borrowing transactions	6,042	6,042		6,042	
Investment securities <sup>(1)(2)</sup>	3,965	4,045	1,164	1,231	1,650
Loans, net of allowance for credit losses <sup>(3)</sup>	121,680	123,286	14	263	123,009
Other financial assets <sup>(4)</sup>	5,169	5,169		5,169	
Financial liabilities:					
Deposits					
Non-interest-bearing	¥ 25,965	¥ 25,965	¥	¥ 25,965	¥
Interest-bearing	155,479	155,523		155,523	
Total deposits	181,444	181,488		181,488	
Call money and funds purchased	1,389	1,389		1,389	
Payables under repurchase agreements	22,114	22,114		22,114	
Payables under securities lending transactions	4,710	4,710		4,710	
Due to trust account	6,338	6,338		6,338	
Other short-term borrowings	9,248	9,248		9,248	
Long-term debt	21,586	21,881		21,881	
Other financial liabilities	6,411	6,411		6,411	

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<b>At March 31, 2017</b>	<b>Carrying amount</b>	<b>Total</b>	<b>Estimated fair value Level 1    Level 2    Level 3 (in billions)</b>		
<b>Financial assets:</b>					
Cash and due from banks	¥ 25,683	¥ 25,683	¥ 25,683	¥	¥
Interest-earning deposits in other banks	38,327	38,327		38,327	
Call loans and funds sold	704	704		704	
Receivables under resale agreements	8,188	8,188		8,188	
Receivables under securities borrowing transactions	11,003	11,003		11,003	
Investment securities <sup>(1)(2)</sup>	3,688	3,808	1,206	1,144	1,458
Loans, net of allowance for credit losses <sup>(3)</sup>	117,033	118,765	5	257	118,503
Other financial assets <sup>(4)</sup>	5,827	5,827		5,827	
<b>Financial liabilities:</b>					
<b>Deposits</b>					
Non-interest-bearing	¥ 29,486	¥ 29,486	¥	¥ 29,486	¥
Interest-bearing	160,928	160,948		160,948	
Total deposits	190,414	190,434		190,434	
Call money and funds purchased	1,975	1,975		1,975	
Payables under repurchase agreements	16,081	16,081		16,081	
Payables under securities lending transactions	5,549	5,549		5,549	
Due to trust account	3,335	3,335		3,335	
Other short-term borrowings	7,857	7,857		7,857	
Long-term debt	27,475	27,627		27,627	
Other financial liabilities	6,094	6,094		6,094	

## Notes:

- (1) Includes impaired securities measured at fair value on a nonrecurring basis. Refer to *Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis* for the details of the level classification.
- (2) Excludes cost-method investments of ¥432 billion and ¥429 billion at March 31, 2016 and 2017, respectively, of which the MUFG Group did not estimate the fair value since it was not practical and no impairment indicators were identified. See Note 3 for the details of these cost-method investments.
- (3) Includes loans held for sale and collateral dependent loans measured at fair value on a nonrecurring basis. Refer to *Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis* for the details of the level classification.
- (4) Excludes investments in equity method investees of ¥1,918 billion and ¥2,200 billion at March 31, 2016 and 2017, respectively.

The following section describes the valuation techniques adopted by the MUFG Group to estimate fair values of financial instruments that are not recorded at fair value in the accompanying consolidated balance sheets.

***Cash and due from banks, Interest-earning deposits in other banks, Call loans and funds sold, Receivables under resale agreements and Receivable under securities borrowing transactions*** For cash and due from banks, interest-earning deposits in other banks, call loans and funds sold, receivables under resale agreements and receivable under securities borrowing transactions, the carrying amounts are a reasonable estimate of the fair values because of their short-term nature and limited credit risk.

***Investment securities*** The fair values of investment securities other than those classified as Available-for-sale or Held-to-maturity (i.e., nonmarketable equity securities) are not readily determinable as they do not have readily available quoted prices or secondary market prices. The fair values of certain nonmarketable equity securities, such as preferred stock convertible to marketable common stock issued by public companies, are determined by utilizing commonly accepted valuation techniques to derive a fair value using the present

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value of dividend cash flows and option prices. For option prices, the Trinomial Tree Method determines possible paths of future stock prices using a forward rate for a common stock, and the price is calculated by multiplying the possible paths of future stock prices by the expected cash flows generated from the probability of exercising options or upon exercising of the options. Inputs used in the valuation include but are not limited to stock price, volatility and credit spread. The valuation is performed on a quarterly basis. At the time of any sale, the MUFG Group generally separately calculates a valuation to be used in sales price negotiations with the counterparty. The price agreed between the MUFG Group and a counterparty is also used as a reference for validating the appropriateness of previous valuations of the investment. The MUFG Group performs periodic validation of the valuation techniques. Specifically, the sensitivity and appropriateness of the inputs are verified by using different valuation techniques employed by the MUFG Group. It is not practicable for the MUFG Group to estimate the fair value of other nonmarketable securities issued by non-public companies for which a quoted price is not available. For these securities, the MUFG Group is unable to estimate fair value without incurring undue cost because they comprise investments in numerous non-public companies and each investment represents an insignificant percentage relative to each company. Therefore, the above summary does not include the carrying amounts of such investment securities. The carrying amounts not included in the above summary are ¥432 billion and ¥429 billion at March 31, 2016 and 2017, respectively.

**Loans** The fair value of loans is estimated by discounting expected future cash flows based on types of loans, internal ratings and possibility of prepayment using the discount rates which include adjustments to reflect the expectations about possible variations to the current market rates. For certain residential loans with variable interest rates provided to individual home owners, the carrying amount is presented as the fair value since such carrying amount approximates the fair value, unless the creditworthiness of the borrower has changed significantly since the loan origination. Where quoted prices or estimated fair values are available, primarily for loans to refinancing countries, loans held for sales and certain other foreign loans, the fair values are based on such quoted prices and estimated fair values, including secondary market prices. For receivables from bankrupt, virtually bankrupt, and likely to become bankrupt borrowers, fair value is estimated based mainly on the expected amount to be collected from collateral and guarantees. The carrying amount is presented as the fair value since the fair value approximates such carrying amount.

**Other financial assets** The estimated fair values of other financial assets, which primarily include accrued interest receivable, customers' acceptance liabilities and accounts receivable, approximate their carrying amounts. The above summary does not include the carrying amounts of investments in equity method investees amounting to ¥1,918 billion and ¥2,200 billion at March 31, 2016 and 2017, respectively.

**Non-interest-bearing deposits, Call money and funds purchased, Payables under repurchase agreements and Payable under securities lending transactions** For non-interest-bearing deposits, the amount payable on demand as of the consolidated balance sheet date (i.e., the carrying amount) is considered to be the fair value. For call money and funds purchased, payables under repurchase agreements and payable under securities lending transactions, the carrying amounts are reasonable estimate of the fair value because of their short-term nature and limited credit risk.

**Interest-bearing deposits** For variable rate time deposits, the carrying amount is presented as the fair value because the market interest rate is reflected in such deposits within a short time period. Fixed rate time deposits are grouped by certain maturity lengths. The fair value of such deposits is estimated by discounting expected future cash flows using the discount rates that would be applied to newly accepted deposits.

***Due to trust account*** Since these are cash deposits with no maturity, the carrying amount is presented as the fair value as the fair value approximates such carrying amount.

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Other short-term borrowings*** For most other short-term borrowings, the carrying amount is presented as the fair value since such carrying amount approximates the fair value because of their short-term nature and limited credit risk.

***Long-term debt*** The fair value of corporate bonds issued by the MUFG Group is determined based on quoted prices of those corporate bonds. The fair value of fixed rate corporate bonds without quoted prices is the present value of expected future cash flows from these borrowings, which is discounted at an interest rate generally applicable to similar fixed rate corporate bonds reflecting premium applicable to the MUFG Group. For variable rate corporate bonds without quoted prices, the carrying amount of such bonds is presented as the fair value since such carrying amount approximates the fair value. This is on the basis that the market interest rate is reflected in the fair value of such corporate bonds because such bond terms were set within a short time period and that there has been no significant impact on the fair value of those bonds.

***Other financial liabilities*** The estimated fair values of other financial liabilities, which primarily include accrued interest payable, bank acceptances, accounts payable and obligations under standby letters of credit and guarantees, approximate their carrying amounts. The fair values of obligations under standby letters of credit and guarantees are based on fees received or receivable by the MUFG Group.

The fair values of certain off-balance sheet financial instruments held for purposes other than trading, including commitments to extend credit and commercial letters of credit, are estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the credit quality. The aggregate fair value of such instruments at March 31, 2016 and 2017 was not material.

**33. STOCK-BASED COMPENSATION**

The following describes the stock-based compensation plans of MUFG, BTMU, MUTB, MUSHD, MUMSS and MUAH.

***MUFG, BTMU, MUTB, MUSHD and MUMSS***

On May 16, 2016, MUFG introduced the Board Incentive Plan as a new incentive plan for officers of MUFG, BTMU, MUTB, MUSHD and MUMSS. On November 14, 2016, MUFG expanded the Board Incentive Plan to officers who hold unexercised Stock Acquisition Rights granted under the Stock Option Plan. As a result of this transaction, the Stock Option Plan remains available to officers who are on overseas assignment as of the transition date and hold unexercised Stock Acquisition Rights. This transition which consists of the exchange of unexercised Stock Acquisition Rights for common share of MUFG under the Board Incentive Plan was treated as modification of the Stock Option Plan for accounting purpose and incremental compensation cost resulting from the modification was ¥2,028 million.

***Stock Option Plan***

MUFG, BTMU, MUTB, MUSHD and MUMSS have the Stock Option Plan.

The Stock Acquisition Rights under the Stock Option Plan were normally issued and granted to officers once a year until the fiscal year ended March 31, 2013. They were normally issued and granted to officers except for outside directors and corporate auditors once a year from the fiscal year ended March 31, 2014.

The class of shares to be issued or transferred upon exercise of the Stock Acquisition Rights is common shares of MUFG. The number of shares to be issued or transferred upon exercise of each Stock Acquisition Right ( number of granted shares ) is 100 common shares of MUFG. In the event of a stock split or reverse stock split

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of common shares of MUFG, the number of granted shares shall be adjusted in accordance with the ratio of the stock split or reverse stock split. If any events occur that require the adjustment to the number of granted shares (e.g., mergers, consolidations, corporate separations or capital reductions of MUFG), MUFG shall appropriately adjust the number of granted shares to a reasonable extent.

The contractual term of the Stock Acquisition Rights is approximately 30 years from the date of grant. Some of the Stock Acquisition Rights vest on the date of grant and the rest of the Stock Acquisition Rights granted vest depending on the holders' service periods as officers.

The Stock Acquisition Rights are only exercisable after the date on which the following conditions are met: (1) holder as a director, a corporate executive officer or an executive officer is no longer a director, a corporate executive officer and an executive officer, and (2) holder as a corporate auditor is no longer a corporate auditor, and (3) holder as a senior fellow is no longer a senior fellow. The exercise price is ¥1 per share.

The following is a summary of the Stock Acquisition Rights transactions of MUFG, BTMU, MUTB, MUSHD and MUMSS for the fiscal year ended March 31, 2017:

	Number of shares	Weighted average exercise price	Weighted average remaining contractual term (in years)	Aggregate intrinsic value (in millions)
Outstanding, beginning of fiscal year	17,476,100	¥ 1		
Exercised	(4,421,900)	1		
Forfeited or Expired	(49,900)	1		
Transitioned to the Board Incentive Plan <sup>(1)</sup>	(12,111,500)	1		
Outstanding, end of fiscal year	892,800	¥ 1	24.81	¥ 624
Exercisable, end of fiscal year		¥		¥

Note:

(1) All shares transitioned to the Board Incentive Plan were granted and vested. See the explanation of the following item, *The Board Incentive Plan*, for more information.

The fair value of the Stock Acquisition Rights is estimated on the date of grant using the Black-Scholes option pricing model that uses the assumptions described in the following table. The risk-free interest rate is based on the Japanese government bonds yield curve in effect at the date of grant based on the expected term. The expected volatility is



based on the historical data from traded common shares of MUFG. The expected term is based on the average service period of officers of MUFG, BTMU, MUTB, MUSHD and MUMSS, which represents the expected outstanding period of the Stock Acquisition Rights granted. The expected dividend yield is based on the dividend rate of common share of MUFG at the date of grant.

	<b>Fiscal years ended March 31,<sup>(1)</sup></b>	
	<b>2015</b>	<b>2016</b>
Risk-free interest rate	0.11%	0.07%
Expected volatility	28.74%	28.03%
Expected term	4 years	4 years
Expected dividend yield	2.67%	2.06%

Note:

(1) There are no issuances under the Stock Option Plan during the fiscal year ended March 31, 2017.

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The weighted-average grant date fair value of the Stock Acquisition Rights granted for the fiscal years ended March 31, 2015 and 2016 was ¥53,900 and ¥80,200 per 100 shares, respectively.

The MUFG Group recognized ¥1,594 million, ¥1,647 million and ¥252 million of compensation costs related to the Stock Acquisition Rights with ¥540 million, ¥518 million and ¥77 million of the corresponding tax benefit for the fiscal years ended March 31, 2015, 2016 and 2017, respectively.

Cash received from the exercise of the Stock Acquisition Rights for the fiscal years ended March 31, 2015, 2016 and 2017 was ¥5 million, ¥4 million and ¥4 million, respectively. The actual tax benefit realized for the tax deductions from exercise of the Stock Acquisition Rights for the fiscal years ended March 31, 2015, 2016 and 2017 was ¥728 million, ¥538 million and ¥651 million, respectively.

*The Board Incentive Plan*

On May 16, 2016, MUFG's compensation committee approved the introduction of a Board Incentive Plan as a new incentive plan for officers and covers the fiscal years corresponding to the medium-term business plan of MUFG under which common shares of MUFG and cash equivalent to the liquidation value of the common shares of MUFG together with dividends attributable to the common shares of MUFG are delivered and/or provided as compensation. The Board Incentive Plan uses the trust structure called a Board Incentive Plan Trust (the BIP Trust), and was authorized to purchase up to ¥15,800 million common shares of MUFG in the open market. The BIP Trust initially consists of the BIP Trust I and the BIP Trust II started on May 17, 2016, and will end on August 31, 2018. These trusts period may be extended through the modification of the trust agreement and additional contributions to the trust.

On November 14, 2016, MUFG's compensation committee also approved the introduction of the BIP Trust III, using the same structure as above for officers to implement the transition from the Stock Option Plan under which Stock Acquisition Rights had previously been granted but have not been exercised by officers to the Board Incentive Plan. The BIP Trust III was authorized to purchase up to ¥8,100 million common shares of MUFG in the open market. The BIP Trust III started on November 15, 2016 and will end on November 30, 2019. If any beneficiary under the BIP Trust III remains as active officers at the initial expiration date, the trust period will be extended for additional three years. The extension of the trust period will be made in the same manner up to 30 years.

MUFG funded and established the BIP Trust, and from time to time, make contributions to the BIP Trust whose beneficiaries are officers of MUFG, BTMU, MUTB, MUSHD and MUMSS within the limit approved by MUFG's compensation committee. BTMU, MUTB, MUSHD and MUMSS also reimburse MUFG for its contributions to the BIP Trust. The trustee of the BIP Trusts, MUTB, acquires common shares of MUFG in the open market in accordance with the instructions from the trust administrator, who is a third party that does not have any interest in MUFG, BTMU, MUTB, MUSHD and MUMSS.

During the period of the BIP Trust, certain points are awarded to officers. The number of the points will be determined based on each rank of officers, promotions to a higher rank in the BIP Trust I and, based on single-year financial results and the degree to which the medium-term business plan has been achieved in the BIP Trust II. At December 1, 2016, certain points were awarded to officers who have exchanged their unexercised stock acquisition

rights at the transition from the Stock Option Plan to the BIP Trust III.

One point corresponds to one common share of MUFG, and if the number of common share of MUFG owned by the BIP Trusts has increased or decreased due to a stock split, gratis allotment of shares, reverse stock split, etc., the number of common share of MUFG to be delivered and/or provided for one point will be adjusted accordingly.

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Officers will receive common shares of MUFG in the number corresponding to a certain percentage of these points and cash equivalent to the liquidation value of the common shares of MUFG corresponding to the remaining points after they are liquidated within the BIP Trusts. As to the BIP Trust I and the BIP Trust III, common shares of MUFG and cash will be delivered and/or provided upon resignation of the officers. As to the BIP Trust II, common shares of MUFG and cash will be delivered and/or provided immediately following the last day of the fiscal years corresponding to the medium-term business plan of MUFG. Dividends arising from common share of MUFG will also be distributed to officers based on the number of the points or the beneficial interest of officers.

The following is a roll-forward of common share of MUFG under the BIP Trust I and the BIP Trust II of MUFG, BTMU, MUTB, MUSHD and MUMSS for the fiscal year ended March 31, 2017. For the BIP Trust III, all shares were vested and there is no nonvested shares for the fiscal year ended March 31, 2017:

	The BIP Trust I		The BIP Trust II	
	Number of Shares	Weighted average grant date fair value	Number of Shares	Weighted average grant date fair value
Nonvested, beginning of fiscal year		¥		¥
Granted	7,497,800	521.60	11,287,600	521.60
Vested	(2,772,141)	521.60	(1,662,334)	521.60
Forfeited	(13,838)	521.60	(73,425)	521.60
Nonvested, end of fiscal year	4,711,821	¥ 521.60	9,551,841	¥ 521.60

The total fair value of the common shares of MUFG held by the BIP Trust I and the BIP Trust II that vested during the year ended March 31, 2017 were ¥1,940 million and ¥1,163 million, respectively.

The following is a summary of compensation costs, the corresponding tax benefit under the BIP Trust for the fiscal year ended March 31, 2017, and unrecognized compensation costs as of March 31, 2017:

	2017		
	The BIP Trust I	The BIP Trust II	The BIP Trust III
Compensation costs	¥ 1,238	¥ 1,039	¥ 2,112

(in millions)

Tax benefit	379	318	385
Unrecognized compensation costs	1,617	346	

Unrecognized compensation costs are expected to be recognized over a weighted-average period of 1.3 years for the BIP Trust I and 0.3 years for the BIP Trust II.

### ***MUAH***

In April 2010, MUAH adopted the UnionBanCal Plan ( UNBC Plan ). Under the UNBC Plan, MUAH grants restricted stock units settled in American Depositary Receipts ( ADRs ) representing common shares of MUFG, to key employees at the discretion of the Human Capital Committee of the Board of Directors ( the Committee ). The Committee determines the number of shares, vesting requirements and other features and conditions of the restricted stock units. Under the UNBC Plan, MUFG ADRs are purchased in the open market upon the vesting of the restricted stock units, through a revocable trust. There is no amount authorized to be issued under the UNBC Plan since all shares are purchased in the open market. These awards generally vest pro-rata on each anniversary of the grant date and generally become fully vested three years from the grant date,

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provided that the employee has completed the specified continuous service requirement. Generally, the grants vest earlier if the employee dies, is permanently and totally disabled, retires under certain grant, age and service conditions, or terminates employment under certain conditions.

Under the UNBC Plan, the restricted stock unit participants do not have dividend rights, voting rights or other stockholder rights. The grant date fair value of these awards is equal to the closing price of the MUFG ADRs on date of grant.

Effective July 1, 2014, the U.S. branch banking operations of BTMU were integrated under MUB's operations and MUAH assumed the obligations of the stock bonus plan established by BTMU Headquarters for the Americas (HQA Plan). The HQA Plan is substantially similar to the UNBC Plan; however, participants in the HQA Plan are entitled to dividend equivalent credits on their unvested restricted stock units when MUFG pays dividends to its shareholders. The credit is equal to the dividends that the participants would have received on the shares had the shares been issued to the participants when the restricted stock units were granted. Accumulated dividend equivalents are paid to participants in cash on an annual basis.

Effective June 8, 2015, MUAH amended and restated the HQA Plan as the MUAH Plan. The MUAH Plan is substantially similar to the UNBC and HQA Plans. MUAH's future grants will be made under the MUAH Plan only.

Dividend equivalent credits arising from grants under the MUAH Plan are paid to participants in shares on an annual basis.

The following table is a summary of the UNBC Plan, the HQA Plan and MUAH Plan, which together are presented as the Stock Bonus Plans :

<b>Grant Date</b>	<b>Units Granted</b>	<b>Fair Value of Stock</b>	<b>Vesting Duration</b>	<b>Pro-rata Vesting Date</b>
April 15, 2014	9,135,710	\$ 5.40	3 years	April 15
July 10, 2014	56,056	5.91	3 years	July 10
September 15, 2014	46,552	5.80	3 years	September 15
July 15, 2015	11,469,343	7.18	3 years	July 15
July 15, 2015	550,140	7.18	46 months	May 18
December 16, 2015	486,004	6.43	25 months	January 15
March 15, 2016	44,500	4.96	3 years	March 15
March 15, 2016	167,339	4.96	24 months	March 15
June 15, 2016	16,393,770	4.59	3 years	June 15
July 11, 2016	552,941	4.44	3 years	July 11
October 17, 2016	53,375	4.89	28 months	February 15
Dividend equivalent units credited in 2016	655,622			

The following table is a roll-forward of the restricted stock units under the Stock Bonus Plans for the fiscal years ended December 31, 2015 and 2016:

	<b>Restricted Stock Units</b>	
	<b>2015</b>	<b>2016</b>
Units outstanding, beginning of fiscal year	15,101,489	19,409,109
Activity during the year:		
Granted	12,505,487	17,867,547
Vested	(7,423,603)	(9,901,422)
Forfeited	(774,264)	(812,128)
Other		120,286
Units outstanding, end of fiscal year	19,409,109	26,683,392

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The following table is a summary of MUAH's compensation costs, the corresponding tax benefit for the fiscal years ended December 31, 2014, 2015 and 2016, and unrecognized compensation costs as of December 31, 2014, 2015 and 2016:

	2014	2015	2016
	(in millions)		
Compensation costs	¥3,599	¥6,537	¥ 7,292
Tax benefit	1,376	2,542	2,830
Unrecognized compensation costs	5,063	7,598	11,183

**34. PARENT COMPANY ONLY FINANCIAL INFORMATION**

Distributions of retained earnings of BTMU and MUTB are restricted in order to meet the minimum capital adequacy requirements under the Banking Law. Additionally, retained earnings of these banking subsidiaries are restricted, except for approximately ¥5,600 billion and ¥5,672 billion, in accordance with the statutory reserve requirements under the Companies Act at March 31, 2016 and 2017, respectively. See Notes 19 and 22 for further information.

The Banking Law and related regulations restrict the ability of these banking subsidiaries to extend loans or credit to the parent company. Such loans or credits to the parent company are generally limited to 15% of the banking subsidiary's consolidated total capital, as determined by the capital adequacy guidelines.

At March 31, 2016 and 2017, approximately ¥5,222 billion and ¥4,787 billion, respectively, of net assets of consolidated subsidiaries may be restricted as to payment of cash dividends and loans to the parent company.



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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table presents the parent company only financial information of MUFG:

**Condensed Balance Sheets**

	<b>As of March 31,</b>	
	<b>2016</b>	<b>2017</b>
	<b>(in millions)</b>	
<b>Assets:</b>		
Cash and interest-earning deposits with banking subsidiaries	¥ 160,468	¥ 158,603
Investments in subsidiaries and affiliated companies	16,107,148	15,798,922
Banking subsidiaries	12,415,806	11,961,515
Non-banking subsidiaries and affiliated companies	3,691,342	3,837,407
Loans to subsidiaries	1,586,400	3,419,961
Banking subsidiaries	1,490,400	3,278,961
Non-banking subsidiaries	96,000	141,000
Other assets	78,305	97,742
<b>Total assets</b>	<b>¥ 17,932,321</b>	<b>¥ 19,475,228</b>
<b>Liabilities and Shareholders' equity:</b>		
Short-term borrowings from banking subsidiaries	¥ 1,703,001	¥ 1,667,063
Long-term debt from non-banking subsidiaries and affiliated companies	257,243	261,586
Long-term debt	1,577,065	3,433,423
Other liabilities	124,387	127,624
<b>Total liabilities</b>	<b>3,661,696</b>	<b>5,489,696</b>
<b>Total shareholders' equity</b>	<b>14,270,625</b>	<b>13,985,532</b>
<b>Total liabilities and shareholders' equity</b>	<b>¥ 17,932,321</b>	<b>¥ 19,475,228</b>

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Condensed Statements of Income*

	Fiscal years ended March 31,		
	2015	2016	2017
	(in millions)		
<b>Income:</b>			
Dividends from subsidiaries and affiliated companies	¥ 579,180	¥ 574,118	¥ 608,504
Banking subsidiaries	457,159	501,788	535,512
Non-banking subsidiaries and affiliated companies	122,021	72,330	72,992
Management fees from subsidiaries	22,059	24,388	26,095
Interest income from subsidiaries	450	8,043	48,665
Foreign exchange gains (losses) net	(86,038)	36,715	3,614
Trading account losses net		(7,907)	(41,279)
Other income	906	975	1,427
<b>Total income</b>	<b>516,557</b>	<b>636,332</b>	<b>647,026</b>
<b>Expense:</b>			
Operating expenses	20,791	23,074	25,692
Interest expense to subsidiaries and affiliated companies	28,929	26,553	28,867
Interest expense	387	3,429	35,689
Other expense	1,019	1,788	2,554
<b>Total expense</b>	<b>51,126</b>	<b>54,844</b>	<b>92,802</b>
Equity in undistributed net income (loss) of subsidiaries and affiliated companies net	1,036,350	216,632	(362,899)
Income before income tax benefit	1,501,781	798,120	191,325
Income tax benefit	(29,346)	(4,212)	(11,355)
<b>Net income</b>	<b>¥ 1,531,127</b>	<b>¥ 802,332</b>	<b>¥ 202,680</b>

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	Fiscal years ended March 31,		
	2015	2016 (in millions)	2017
<b>Operating activities:</b>			
Net income	¥ 1,531,127	¥ 802,332	¥ 202,680
Adjustments and other	(980,631)	(158,564)	371,901
Net cash provided by operating activities	550,496	643,768	574,581
<b>Investing activities:</b>			
Proceeds from sales of other investment securities	130,000		
Proceeds from sales of investment in subsidiaries and affiliated companies	390,000		1,574
Purchase of equity investment in an affiliated company			(91,877)
Net increase in loans to subsidiaries	(190,000)	(1,433,700)	(1,802,664)
Net decrease (increase) in interest-earning deposits with banks	111,295	(4)	(5,335)
Other net	(60,140)	(3,135)	(2,659)
Net cash provided by (used in) investing activities	381,155	(1,436,839)	(1,900,961)
<b>Financing activities:</b>			
Net decrease in short-term borrowings from subsidiaries	(179,380)	(84,959)	(32,412)
Proceeds from issuance of long-term debt	190,000	1,432,755	1,808,672
Repayment of long-term debt	(20)	(22)	(20)
Repayment of long-term debt to subsidiaries and affiliated companies	(130,000)		(1,136)
Proceeds from sales of treasury stock	2	2	1
Payments for acquisition of preferred stock	(390,000)		
Payments for acquisition of treasury stock	(100,045)	(200,053)	(200,028)
Dividends paid	(263,978)	(251,497)	(246,564)
Other net	(5,598)	(14,366)	(9,333)
Net cash provided by (used in) financing activities	(879,019)	881,860	1,319,180
Net increase (decrease) in cash and cash equivalents	52,632	88,789	(7,200)
Cash and cash equivalents at beginning of fiscal year	19,019	71,651	160,440
Cash and cash equivalents at end of fiscal year	¥ 71,651	¥ 160,440	¥ 153,240

**35. SEC REGISTERED FUNDING VEHICLES ISSUING NON-DILUTIVE PREFERRED SECURITIES**

In February 2006, MUFG established MUFG Capital Finance 1 Limited, MUFG Capital Finance 2 Limited and MUFG Capital Finance 3 Limited, wholly-owned funding vehicles incorporated in the Cayman Islands, for the issuance of preferred securities to enhance the flexibility of its capital management.

On March 17, 2006, MUFG Capital Finance 1 Limited, MUFG Capital Finance 2 Limited and MUFG Capital Finance 3 Limited registered with the SEC and issued \$2,300,000,000 in 6.346% non-cumulative preferred securities, 750,000,000 in 4.850% non-cumulative preferred securities and ¥120,000,000,000 in 2.680% non-cumulative preferred securities (collectively, the Preferred Securities ), respectively. Total net proceeds before expenses were approximately \$4.17 billion. All of the ordinary shares of MUFG Capital Finance 1 Limited, MUFG Capital Finance 2 Limited and MUFG Capital Finance 3 Limited are owned by

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

MUFG. MUFG fully and unconditionally guarantees the payment of dividends and payments on liquidation or redemption of the obligations under the Preferred Securities. No other subsidiary of MUFG guarantees the Preferred Securities.

The Preferred Securities entitle holders to receive a non-cumulative preferential cash dividend starting on July 25, 2006 and on January 25 and July 25 of each year thereafter. These funding vehicles will not be obligated to pay dividends on the Preferred Securities upon the occurrence of certain events relating to the financial condition of MUFG. From July 25, 2016, dividends on the Preferred Securities have been re-calculated at a floating rate per annum.

The dollar-denominated and euro-denominated preferred securities are subject to redemption on any dividend payment date on or after July 25, 2016. All the Preferred Securities are subject to redemption in whole (but not in part) at any time upon the occurrence of specified events, in each case at the option of each of the funding vehicles and subject to necessary government approvals.

The Preferred Securities are non-dilutive and not convertible into MUFG's common shares. The Preferred Securities were included as part of MUFG's Tier 1 capital at March 31, 2016 under its capital adequacy requirements.

These funding vehicles are not consolidated as the MUFG Group's subsidiaries. See Note 26 for discussion. The funds raised through such funding vehicles are primarily loaned to the MUFG Group and presented as Long-term debt in the accompanying consolidated balance sheet at March 31, 2016.

On July 25, 2011, MUFG redeemed a total of ¥120,000,000,000 of non-cumulative and non-dilutive perpetual preferred securities issued by MUFG Capital Finance 3 Limited.

On July 25, 2016, MUFG redeemed a total of \$2,300,000,000 and 750,000,000 of non-cumulative and non-dilutive perpetual preferred securities issued by MUFG Capital Finance 1 Limited and MUFG Capital Finance 2 Limited, respectively.

**36. SUBSEQUENT EVENTS**

***Repurchase and Cancellation of own shares***

From May 16, 2017 to June 21, 2017 MUFG repurchased 141,158,900 shares of MUFG's common stock by market purchases based on the discretionary dealing contract regarding repurchase of own shares for approximately ¥100 billion in aggregate in satisfaction of the resolution adopted at the meeting of the Board of Directors of MUFG held on May 15, 2017. The repurchase plan as authorized by the Board of Directors of MUFG allowed for the repurchase of an aggregate amount of up to 200,000,000 shares, which represents the equivalent of 1.49% of the total number of common shares outstanding, or of an aggregate repurchase amount of up to ¥100 billion. The purpose of the repurchase is to enhance the return of earnings to shareholders, to improve capital efficiency, and to implement flexible capital policies. On July 20, 2017, MUFG will cancel all the acquired shares in satisfaction of the resolution

adopted at the meeting of the Board of Directors of MUFG held on May 15, 2017.

***Approval of Dividends***

On June 29, 2017, the shareholders approved the payment of cash dividends of ¥9 per share of Common stock, totaling ¥121,160 million, that were payable on June 30, 2017, to the shareholders of record on March 31, 2017.

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**MITSUBISHI UFJ FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Mitsubishi UFJ NICOS Becomes a Wholly-Owned Subsidiary***

On May 15, 2017, MUFG and Mitsubishi UFJ NICOS entered into a share exchange agreement to make Mitsubishi UFJ NICOS a wholly-owned subsidiary of MUFG. The purpose of making a wholly-owned subsidiary is to effect a shift in posture enabling a more flexible response to changes in the business environment and the swift pursuit of group synergies. MUFG will pay ¥50,000 million to the only holder of Mitsubishi UFJ NICOS common stock other than MUFG in exchange for its entire holdings of Mitsubishi UFJ NICOS common stock. The share exchange is expected to become effective on October 1, 2017.

***Additional Entrustment for the Acquisition of Shares Based on the Stock Compensation Plan***

MUFG resolved to entrust additional money to the BIP Trust relating to the BIP Trust III for the acquisition of 1,251,200 common shares of MUFG at the compensation committee's meeting held at May 15, 2017. The authorized amounts to purchase common shares of MUFG in the open market for the BIP Trust III was revised up to ¥9,600 million from ¥8,100 million. The purpose of the acquisition is to increase the total number of common shares of MUFG to be provided to officers since the number of these common shares of MUFG is now expected to fall short of necessary number of common shares of MUFG due to factors including the fluctuation in the price of common shares of MUFG subsequent to the introduction of the BIP Trust III. See Note 33 for further information on the BIP Trust III.

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<b>Exhibit</b>	<b>Description</b>
1(a)	Articles of Incorporation of Mitsubishi UFJ Financial Group, Inc., as amended on June 29, 2016 (English translation)*
1(b)	Board of Directors Regulations of Mitsubishi UFJ Financial Group, Inc., as amended on June 25, 2015 (English translation)**
1(c)	Corporation Meetings Regulations of Mitsubishi UFJ Financial Group, Inc., as amended on June 25, 2015 (English translation)**
1(d)	Share Handling Regulations of Mitsubishi UFJ Financial Group, Inc., as amended on June 27, 2013 (English Translation)***
1(e)	Audit Committee Regulations of Mitsubishi UFJ Financial Group, Inc., dated April 28, 2017 (English translation)
1(f)	Compensation Committee Regulations of Mitsubishi UFJ Financial Group, Inc., dated June 25, 2015 (English translation)*
1(g)	Nominating and Governance Committee Regulations of Mitsubishi UFJ Financial Group, Inc., dated June 25, 2015 (English translation)*
2(a)	Form of American Depositary Receipt****
2(b)	Form of Deposit Agreement, amended and restated as of December 22, 2004, among Mitsubishi Tokyo Financial Group, Inc. (subsequently renamed Mitsubishi UFJ Financial Group, Inc.), The Bank of New York Mellon and the holders from time to time of American Depositary Receipts issued thereunder*****
7	Statement of Computation of Consolidated Ratio of Earnings to Fixed Charges for the fiscal years ended March 31, 2013, 2014, 2015, 2016 and 2017*****
8	Subsidiaries of the Company see Item 4.C. Information on the Company Organizational Structure.
11	Principles of Ethics and Conduct, Compliance Rules, Compliance Manual, and Rules of Employment of Mitsubishi UFJ Financial Group, Inc. applicable to its principal executive officer, principal financial officer, principal accounting officer and persons performing similar functions (English translation of relevant sections)
12	Certifications required by Rule 13a-14(a) (17 CFR 240.13a-14(a)) or Rule 15d-14(a) (17 CFR 240.15d-14(a))
13	Certifications required by Rule 13a-14(b) (17 CFR 240.13a-14(b)) or Rule 15d-14(b) (17 CFR 240.15d-14(b)) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350)
15	Consent of independent registered public accounting firm
99(a)	Capitalization and Indebtedness of Mitsubishi UFJ Financial Group, Inc. as of March 31, 2017*****
99(b)	Unaudited Reverse Reconciliation of Selected Financial Information of Mitsubishi UFJ Financial Group, Inc. as of and for the fiscal year ended March 31, 2017*****
101.INS	XBRL Instance Document

101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.DEF	XBRL Definition Linkbase Document

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<b>Exhibit</b>	<b>Description</b>
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase Document

**Notes:**

- \* Incorporated by reference to our annual report on Form 20-F (File No. 000-54189) filed on July 15, 2016.
- \*\* Incorporated by reference to our annual report on Form 20-F (File No. 000-54189) filed on July 27, 2015.
- \*\*\* Incorporated by reference to our registration statement on Form S-8 (File No. 333-204845) filed on June 10, 2015.
- \*\*\*\* Incorporated by reference to our annual report on Form 20-F (File No. 000-54189) filed on July 23, 2012.
- \*\*\*\*\* Deemed to be incorporated as Exhibit 12.1 to the registration statement on Form F-3 (No. 333-209455) of Mitsubishi UFJ Financial Group, Inc. and to be a part thereof.
- \*\*\*\*\* Deemed to be incorporated by reference into the registration statement on Form F-3 (No. 333-209455) of Mitsubishi UFJ Financial Group, Inc. and to be a part thereof.
- \*\*\*\*\* Deemed to be incorporated as Annex A to the registration statement on Form F-3 (No. 333-209455) of Mitsubishi UFJ Financial Group, Inc. and to be a part thereof.