

- MUFG











## INCORPORATION OF DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference in this prospectus supplement and the accompanying prospectus some or all of the documents we file with the SEC. This means:

- € the information in a document that is incorporated by reference is considered to be a part of this prospectus supplement and the accompanying prospectus;

€ Consolidated Statements of Equity for the Fiscal Years ended March 31, 2020, 2021 and 2022, starting on page F-12,



## SUMMARY

This summary highlights some of the information contained in this prospectus supplement, the

The Offering

Senior Callable Floating Rate Notes due July 18, 2025

Notes offered ..... \$350,000,000 aggregate principal amount of senior callable floating rate notes due July 18, 2025.

Issue price..... 100% of the principal amount plus accrued interest, if any, from July 20, 2022.

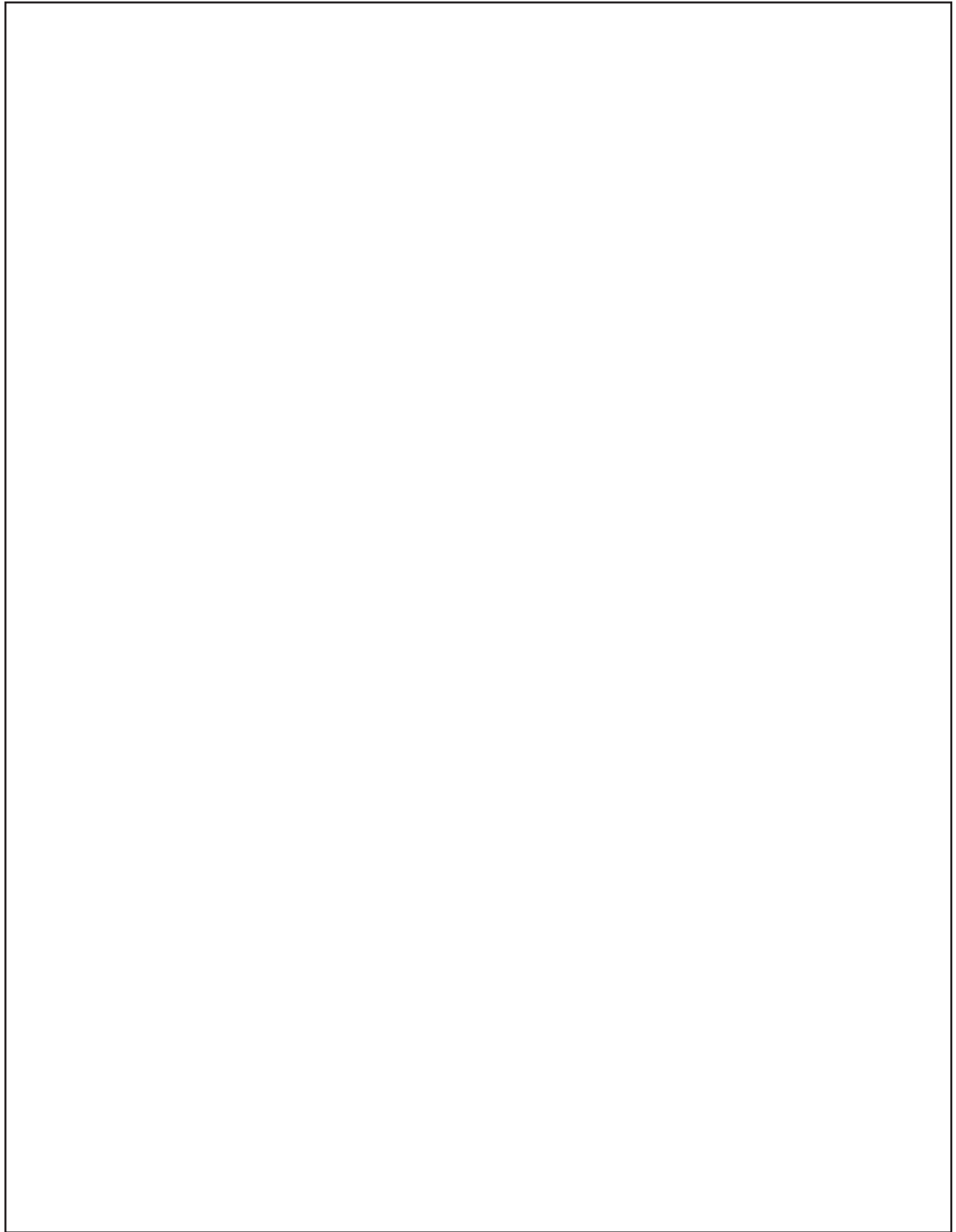
Maturity ..... July 18, 2025.

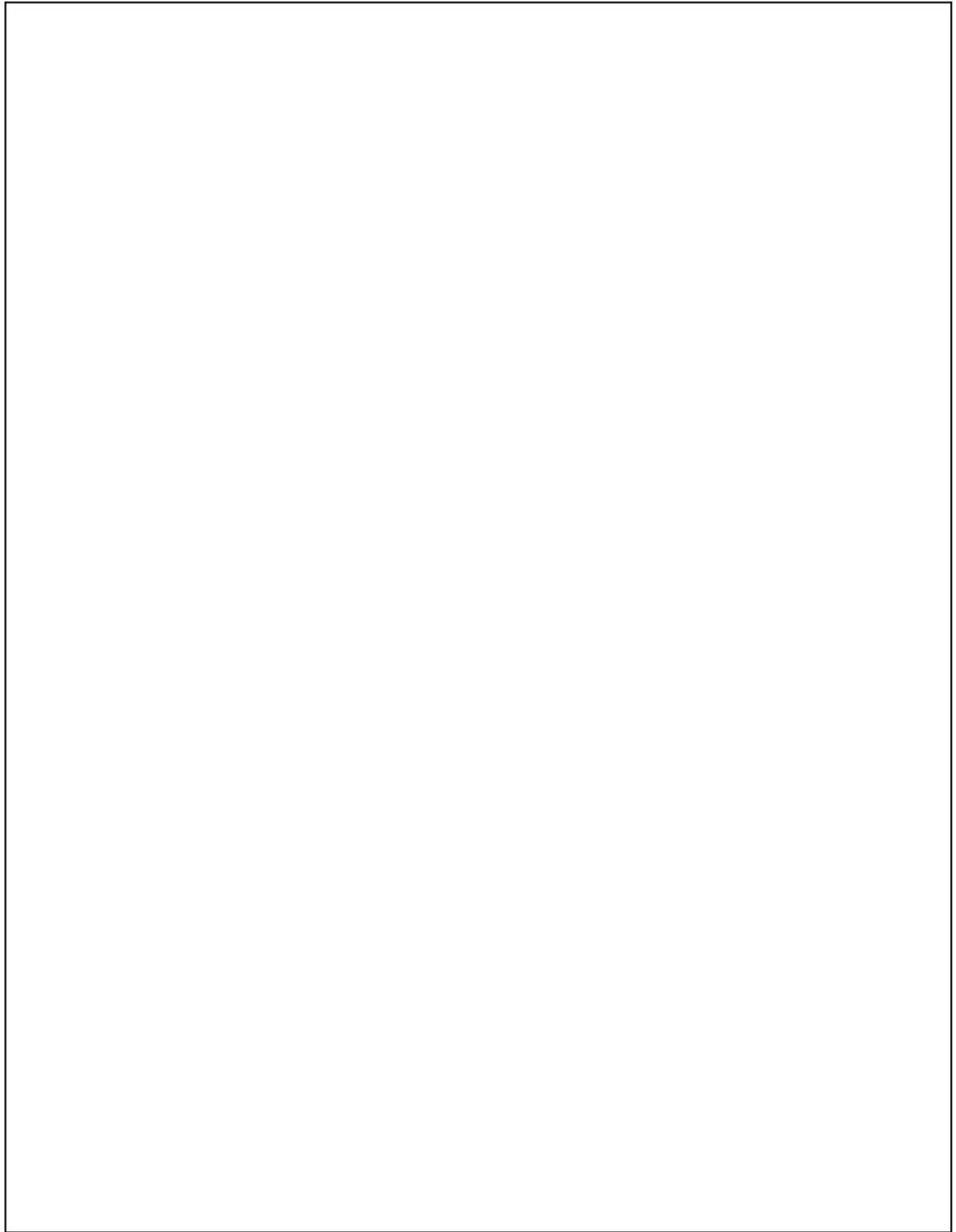
In the event that the maturity date or a redemption date of the floating rate notes falls on a day that is not a Business Day, the payment of interest and principal in respect of the floating rate notes may be made on the next succeeding Business Day, and no interest on such payment shall accrue for the period from and after the maturity date or the relevant redemption date.

Optional Redemption..... We may at our option and in our sole discretion redeem the floating

See •Description of the Notes,,Floating Rate NotesŽ and •Risk









5.133% Senior Callable Fixed-to-Fixed Reset Rate Notes due July 20, 2033

Notes offered . . . . .

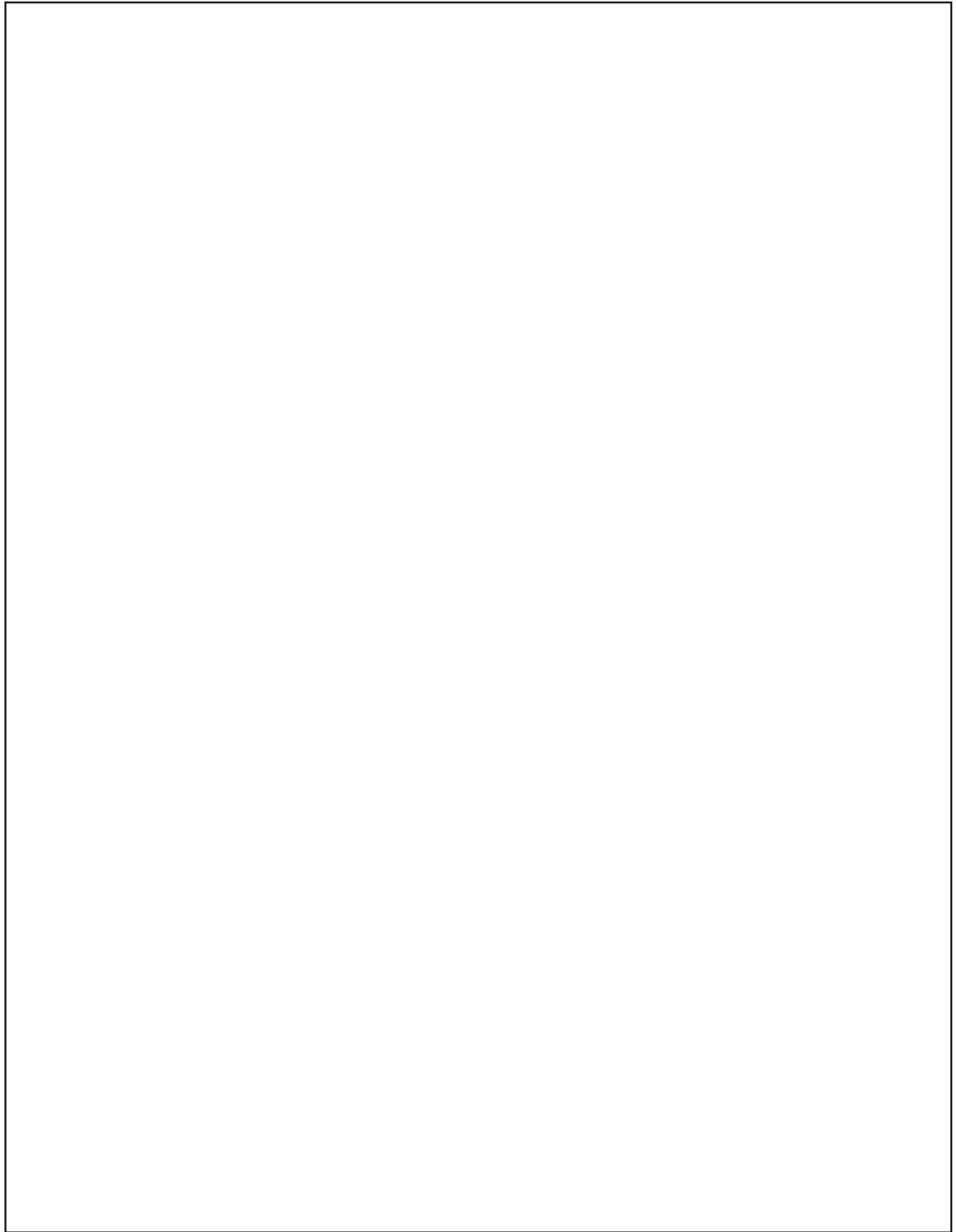


Interest on the 11-year notes will be computed on the basis of a 360-day year consisting of twelve 30-day months.

11-year notes Reset Date. . . . . July 20, 2032.

11-year notes Reset Determination

Date . . . . . The second Business Day (7.0Na0)-254D(Jul425259) preceding the 4th -1305(th4)-313(11-year)



regulations then in effect), be redeemed at any time, at the option of

pursuant to the authority of the Deposit Insurance Corporation to represent and manage and dispose of the Company's assets under Article 126-5 of the Deposit Insurance Act (or any successor provision thereto) with the permission of a Japanese court in

Listing and trading . . . . . We have made an application to the Luxembourg Stock Exchange to list the Notes on the official list of the Luxembourg Stock Exchange

## RISK FACTORS

You should carefully consider the risks described below as well as all the other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus prior to making an investment in our securities.

### Risks Related to the Notes

We may redeem the Notes at our option, subject to certain conditions.

the historical data or historical performance. Hypothetical or historical performance data are not indicative of, and have no bearing on, the potential performance of SOFR or the floating rate notes. Changes in the levels of

markets may impact any hedging or other financial arrangements which you may put in place in connection with any acquisition, holding or disposal of the floating rate notes.

The administrator of SOFR may make changes that could change the value of SOFR or discontinue SOFR and has no obligation to consider your interests in doing so.



or discontinue the Benchmark Replacement and has no obligation to consider your interests in doing so. Due to



## USE OF PROCEEDS





## DESCRIPTION OF THE NOTES

semi-annually in arrears on January 20 and July 20 of each year, commencing on January 20, 2023. During the

## Secured Overnight Financing Rate

SOFR is published by the NY Federal Reserve and is intended to be a broad measure of the cost of borrowing cash overnight collateralized by U.S. Treasury securities.

The NY Federal Reserve notes on its publication page for SOFR that use of SOFR is subject to important



•SOFR<sup>2</sup> means, in respect of a U.S. Government Securities Business Day, the reference rate determined by the calculation agent in accordance with the following provision:

- (i) the Secured Overnight Financing Rate published for such U.S. Government Securities Business Day at the SOFR Determination Time on the SOFR Administrator's Website; or
- (ii) if the reference rate specified in (i) above does not appear, unless both a Benchmark Transition

Company, its designee or the calculation agent, in the absence of manifest error, will be final and conclusive for

Replacement Date have occurred with respect to Compounded Daily SOFR (including any daily published component used in the calculation thereof) or the then-current Benchmark, then **•BenchmarkZ** means the applicable Benchmark Replacement;

**•Benchmark ReplacementZ** means the first alternative set forth in the order below that can be determined by the Company or its designee as of the Benchmark Replacement Date:

- (i) the sum of:

•Benchmark Replacement Date<sup>Ž</sup> means the earliest to occur of the following events with respect to the then-current Benchmark (including any daily published component used in the calculation thereof):

- (i) in the case of sub-paragraph (i) or (ii) of the definition of •Benchmark Transition Event<sup>Ž</sup>, the later of:

- ISDA Fallback RateŽ means the rate that would apply for derivatives transactions referencing the ISDA

## Determination of the U.S. Treasury Rate



series of fixed-to-fixed reset rate notes. The Company may change the calculation agent without prior notice to the holders of the Notes (but with prior notice to the calculation agent), and the Company or any of its





that is, (i) for Japanese tax purposes, neither (x) an individual resident of Japan or a Japanese corporation, nor



under any applicable income tax treaty, to a reduced rate of, or exemption from, Japanese withholding



## 2.2. Redemption Gain

If the recipient of the Redemption Gain is an individual resident of Japan or a Japanese corporation, such Redemption Gain will not be subject to any withholding tax.

## 3. Special Additional Tax for Reconstruction From the Great East Japan Earthquake

## UNDERWRITING (CONFLICTS OF INTEREST)

We intend to offer the Notes through the underwriters listed below. Morgan Stanley & Co. LLC and MUFG Securities Americas Inc. are acting as representatives of the underwriters. Subject to the terms and conditions contained in an underwriting agreement dated July 11, 2022 among us and the underwriters, we have agreed to sell to the underwriters, and the underwriters have severally agreed to purchase from us, the principal amount of each series of Notes listed opposite their names below:

<u>Underwriter:</u>	<u>Floating Rate Notes due 2025</u>	<u>3-Year Notes due 2025</u>	<u>6-Year Notes due 2028</u>	<u>11-Year Notes due 2033</u>
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## Commissions and Discounts

The representatives of the underwriters have advised us that the underwriters propose initially to offer each





offering, the applicable parties to this offering are relying on the exemption from these disclosure requirements provided to them by section 3A.3 of NI 33-105 (Exemption based on U.S. disclosure).

Upon receipt of this prospectus supplement, each Canadian purchaser hereby confirms that it has expressly

Each underwriter has represented, warranted and agreed that (i) it has not offered or sold and will not offer



securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Our affiliate, MUFG Securities Americas Inc., will participate in the offering as an underwriter. On the cover page of this prospectus supplement, under the heading "Joint Lead Manager" and on the back cover page of this prospectus supplement under "Prospectus Supplement," and under "About This Prospectus Supplement" herein, the reference to "MUFG" is to MUFG Securities Americas Inc. Elsewhere in this prospectus supplement, references to "MUFG" refer to Mitsubishi UFJ Financial Group, Inc., or Mitsubishi UFJ Financial Group, Inc. and its consolidated subsidiaries, as the context requires.

Morgan Stanley & Co. LLC, a subsidiary of Morgan Stanley, will participate in the offering as an underwriter. We held approximately 21.5% of the voting rights in Morgan Stanley based on the number of shares of common stock of Morgan Stanley outstanding as of March 31, 2022 as well as Series C Preferred Stock with a face value of approximately \$521.4 million and 10% dividend. In addition, we currently have two representatives on Morgan Stanley's board of directors. We have adopted the equity method of accounting our investment in Morgan Stanley. In April 2018, we entered into a sales plan with Morgan Stanley and Morgan Stanley & Co. LLC, pursuant to which we will sell portions of the shares of Morgan Stanley common stock that we hold to Morgan Stanley through Morgan Stanley & Co. LLC acting as agent for Morgan Stanley to the extent necessary to ensure that our beneficial ownership will remain below 24.9%. In December 2020, this sales plan was suspended upon notice by Morgan Stanley to us.



## Legal Entity Identifier

The Legal Entity Identifier (LEI) code of MUFG is 353800V2V8PUY9TK3E06.

## Responsibility

## LEGAL MATTERS



PROSPECTUS

- MUFG

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## ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the U.S. Securities and Exchange

## FORWARD-LOOKING STATEMENTS

This prospectus, the accompanying prospectus supplement and the documents incorporated by reference herein contain forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform

- € transactions with counterparties in countries designated by the U.S. Department of State as state sponsors of terrorism,
- € changes in laws, regulations, rules, policies, accounting standards or methods, voluntary codes of practices, and interpretations,
- € changes in the business and regulatory environment for consumer finance companies,
- € damage to our reputation resulting from our failure to prevent or properly address negative perceptions held by customers, investors, regulators and the general public regarding us and our operations, and

## RISK FACTORS

You should carefully consider the risks described below and in Item 3.D. Risk Factors in our most recent annual report on Form 20-F and similar disclosure in subsequent reports as well as all the other information contained or incorporated by reference in this prospectus and the accompanying prospectus supplement prior to making an investment in our securities.

Our business, operating results and financial condition could be materially and adversely affected by any of the factors discussed below and elsewhere in this prospectus and the accompanying prospectus supplement and



The senior debt securities are expected to become subject to loss absorption if MUFG becomes subject to



Under current Japanese laws and regulations, if MUFG becomes subject to Specified Item 2 Measures, the application of the Specified Item 2 Measures or other measures by, or any decision of, the Prime Minister, the Deposit Insurance Corporation or a Japanese court may result in your rights as a holder of senior debt

In addition, there has been no implementation of the orderly resolution measures in Japan under the Deposit Insurance Act described in this prospectus to date. Such measures are untested and will be subject to



If we determine to no longer maintain one or more credit ratings, or if any credit rating agency withdraws, suspends or downgrades the credit ratings of us or the senior debt securities, or if such a withdrawal, suspension or downgrade is anticipated, or any credit rating agency places the credit ratings of us or the senior debt securities on "credit watch" status in contemplation of a downgrade, suspension or withdrawal, whether as a result of the

MITSUBISHI UFJ FINANCIAL GROUP, INC.

We are a bank holding company incorporated on October 1, 2005 as a joint stock company (joint stock company (ki  
kaisha) under the Company Law of Japan. Through our subsidiaries and affiliated companies, we engage in a

## USE OF PROCEEDS

## DESCRIPTION OF SENIOR DEBT SECURITIES

The following description of the terms of the senior debt securities contains certain general terms that may













a majority in aggregate principal amount of the senior debt securities of the relevant series outstanding may direct the time, method and place of conducting any proceeding for any remedy available to the trustee, or

## Covenants

Consolidation, Merger, Sale or Conveyance The Indenture contains provisions permitting the Company,









interests in securities on deposit of a particular type to cover the claims of all participants credited with such





## Registration, Transfer and Exchange of Senior Debt Securities

The trustee will maintain at its corporate trust office a register with respect to the senior debt securities. The





- (ii) if the relevant senior debt securities are not held by a Participant, the requirement that such recipient submit to the relevant paying agent a written application for tax exemption (the *Writen Application for Tax Exemption*), together with certain documentary evidence, and that the Company file the *Writen Application for Tax Exemption* so received with the competent local tax office in a timely manner.



Japan or non-Japanese corporations which are entitled, under any applicable income tax treaty, to a reduced rate of, or exemption from, Japanese withholding tax on payment of interest by the Company are required to no Application of (or) 544 (Income) 546 (Tax) 5408 (Convention) 5413.1 regarding 5481.1 Relief (from)] required domestic interest by the Company-3496.1 (to)-547 (the)-48 [(relevant)-545 (tax)-48 [authority] eoey

## 2. Resident Investors

If the recipient of interest on the senior debt securities is an individual resident of Japan or a Japanese corporation for Japanese tax purposes, as described below, regardless of whether such recipient is a specially-related person of the Company, in addition to any applicable local tax, income tax will be withheld at the rate of

## 2.2. Redemption Gain





U.S. holder does not elect to amortize bond premium, the amount of the premium will represent a portion of such



## CERTAIN ERISA AND SIMILAR CONSIDERATIONS

The U.S. Employee Retirement Income Security Act of 1974, as amended, or ERISA, imposes certain



Any insurance company proposing to invest assets of its general account in senior debt securities should







## LEGAL MATTERS

Paul, Weiss, Rifkind, Wharton & Garrison LLP, our U.S. counsel, will pass for us upon certain matters under U.S. federal law and New York law. The address of Paul, Weiss, Rifkind, Wharton & Garrison LLP is

## INCORPORATION OF DOCUMENTS BY REFERENCE

OUR REGISTERED HEAD OFFICE

Mitsubishi UFJ Financial Group, Inc.  
7-1, Marunouchi 2-chome  
Chiyoda-ku, Tokyo 100-8330  
Japan

