



**REGISTERED BANK
DISCLOSURE STATEMENT**



31 DECEMBER 2016



**THE BANK OF TOKYO-MITSUBISHI UFJ, LTD
AUCKLAND BRANCH**

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Disclosure Statement

For the Nine Months Ended 31 December 2016

This Disclosure Statement contains information as required by the Registered Bank Disclosure Statements (Overseas Incorporated Registered Banks) Order 2014 (as amended) ('the Order').

1. Corporate Information

The 'Overseas Banking Group' includes all entities consolidated for the purposes of public reporting in Japan including The Bank of Tokyo-Mitsubishi UFJ, Ltd. (the 'Overseas Bank'), its subsidiaries, and associated companies.

The Disclosure Statement and Condensed Interim Financial Statements are for the Auckland Branch (the 'Branch') of The Bank of Tokyo-Mitsubishi UFJ, Ltd. It is the only member in the 'Banking Group' in New Zealand.

The Ultimate Holding Company of The Bank of Tokyo-Mitsubishi UFJ, Ltd. is Mitsubishi UFJ Financial Group, Inc. incorporated in Japan.

Since the balance date of the last full year disclosure statement, there has been no change in the Ultimate Holding Company and no material changes in regulations, legislation, or other restrictions of a legally enforceable nature that may materially inhibit the Ultimate Holding Company from providing material financial support to the Banking Group.

2. Recognition and Priority of Claims of Creditors or Classes in the Event of Insolvency

Since the balance date for the last full year Disclosure Statement there have been no material changes in any material legislative or regulatory restrictions in Japan that, in the event of a liquidation of the Registered Bank, subordinate the claims of any class of unsecured creditors of the Branch on the assets of the Registered Bank to those of any other class of unsecured creditors of the Registered Bank

3. Excess of Assets Over Deposit Liabilities

There have been no material changes in any statute that requires the Registered Bank to hold in New Zealand an excess of assets over deposit liabilities since the balance date for the last full year Disclosure Statement.

There have been no material changes in any regulatory or legislative requirements in Japan that require the Registered Bank to maintain sufficient assets in Japan to cover an ongoing obligation to pay deposit liabilities in Japan since the balance date for the last full year Disclosure Statement.

4. Guarantee Arrangement

The obligations of the Banking Group are not guaranteed under any guarantee (including government guarantees and cross guaranteeing arrangements) as at the date of signing this Disclosure Statement.

5. Directorate

5.1 Directors of The Bank of Tokyo-Mitsubishi UFJ, Ltd. as of 31 December 2016:

Name	Occupation	Residence
Nobuyuki Hirano	Chairman	Japan
Kiyoshi Sono	Deputy Chairman	Japan
Takashi Oyamada	President & CEO	Japan

Disclosure Statement For the Nine Months Ended 31 December 2016

Directors of The Bank of Tokyo-Mitsubishi UFJ, Ltd., (continued)

Hidekazu Fukumoto	Deputy President	Japan
Saburo Araki	Deputy President	Japan
Kanetsugu Mike	Deputy President	U.S.A
Takehiko Yamana	Deputy President	Japan
Naoto Hirota	Senior Managing Director	Japan
Tadashi Kuroda	Senior Managing Director	Japan
Satoshi Murabayashi	Senior Managing Director	Japan
Eiichi Yoshikawa	Senior Managing Director	Japan
Muneaki Tokunari	Senior Managing Director	Japan
Akira Hamamoto	Managing Director	Japan
Naoki Hori	Managing Director	Japan
Atsushi Murakami	Managing Director	Japan
Masamichi Yasuda	Managing Director	Japan
Masahito Monguchi	Director	Japan
Hitoshi Suzuki	Director	Japan
Yukiyasu Nishio	Director	Japan
Kenichi Nakamatsu	Director	Japan
Fumikazu Tatsumi	Director	Japan
Michiyoshi Sakamoto	Director	Japan
Makoto Ebata	Director	Japan
Kenji Matsuo	Director	Japan
Shuzo Sumi	Director	Japan

The following changes in Directors of The Bank of Tokyo-Mitsubishi UFJ, Ltd. since the last full year Disclosure Statement were:

Katsunori Nagayasu resigned as Chairman on 1 April 2016.
 Takashi Morimura resigned as Deputy President on 28 June 2016.
 Takeshi Ogasawara resigned as Deputy President on 28 June 2016.
 Takashi Morisaki resigned as Deputy President on 28 June 2016.
 Shuzo Iwasaki resigned as Managing Director on 31 May 2016.
 Takahiro Yanai resigned as Managing Director on 16 May 2016.
 Teruo Ozaki resigned as Director on 28 June 2016.
 Nobuyuki Hirano appointed as Chairman on 1 April 2016.
 Takashi Oyamada appointed as President & CEO on 1 April 2016.
 Saburo Araki appointed as Deputy President on 16 May 2016.
 Kanetsugu Mike appointed as Deputy President on 28 June 2016.
 Takehiko Yamana appointed as Deputy President on 28 June 2016.
 Eiichi Yoshikawa appointed as Senior Managing Director on 28 June 2016.
 Muneaki Tokunari appointed as Senior Managing Director on 16 May 2016.
 Naoki Hori appointed as Managing Director on 28 June 2016.
 Atsushi Murakami appointed as Managing Director on 28 June 2016.
 Masahito Monguchi appointed as Director on 28 June 2016.
 Hitoshi Suzuki appointed as Director on 28 June 2016.
 Yukiyasu Nishio appointed as Director on 28 June 2016.
 Kenichi Nakamatsu appointed as Director on 28 June 2016.
 Fumikazu Tatsumi appointed as Director on 28 June 2016.
 Michiyoshi Sakamoto appointed as Director on 28 June 2016.
 Makoto Ebata appointed as Director on 28 June 2016.
 Kenji Matsuo appointed as Director on 28 June 2016.
 Shuzo Sumi appointed as Director on 28 June 2016.

Disclosure Statement For the Nine Months Ended 31 December 2016

5. Directorate (continued)

5.2 Signatories who have signed the Disclosure Statement. Responsible Person signing on behalf of Directors and New Zealand Chief Executive Officer:

Name	Occupation	Residence
Masahiko Tanimura	Regional Head for Oceania, General Manager (Responsible Person on behalf of the Directors)	Australia
Michael Ryff	General Manager, Auckland Branch (New Zealand Chief Executive Officer)	New Zealand

6. Auditors

Name and address of Auditor whose report is referred to in this Disclosure Statement:

Deloitte
Deloitte Centre
80 Queen Street
Auckland 1010
New Zealand

7. Conditions of Registration

Changes have been made to the conditions of registration to be applied on and after 1 October 2016. The changes will:

- (i) Impose conditions of registration relating to residential mortgage lending nationwide to property investors and non-property investors. The conditions allow only a small (5%) flow of investor mortgage lending with LVRs greater than 60% and a 10% flow of non-property investor lending with LVRs above 80%.
- (ii) Refer to a revised version of “Framework for Restrictions on High-LVR Residential Mortgage Lending” (BS19) which amends some of the terms and conditions (including exemptions) relating to the LVR conditions of registration.

There has been no impact on the Branch.

8. Credit Rating

The Registered Bank has the following long term credit ratings which are applicable to the Banking Group in New Zealand.

	Current Rating	Previous Rating (if changed in the previous two years)	Date of Change
Standard & Poor's	A+	-	-
Moody's	A1	-	-
Fitch	A	-	-

Disclosure Statement For the Nine Months Ended 31 December 2016

8. Credit Rating (continued)

Rating scales are:

Credit Ratings	S&P's	Moody's	Fitch
Highest quality/Extremely strong capacity to pay interest and principal	AAA	Aaa	AAA
High quality/Very strong capacity to pay interest and principal	AA	Aa	AA
Upper medium grade/Strong capacity to pay interest and principal	A	A	A
Medium grade (lowest investment grade)/Adequate to pay interest and principal	BBB	Baa	BBB
Predominantly speculative/Less near term vulnerability to default	BB	Ba	BB
Speculative, low grade/Great vulnerability	B	B	B
Poor to default/identifiable vulnerability	CCC	Caa	CCC
Highest speculations	CC	Ca	CC
Lowest quality, no interest	C	C	C
Defaulted on obligations	D	-	D

Standard & Poor's and Fitch – Ratings are modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories.

Moody's – A numeric modifier is applied to each generic rating category from Aa to B, indicating that the counterparty is (1) in the higher end of its letter-rating category, (2) in mid-range, (3) in lower end.

9. Other Material Matters

There are no matters relating to the business or affairs of the Registered Bank and its Banking Group that are not contained elsewhere in the Disclosure Statement, and would, if disclosed, materially affect the decision of a person to subscribe for debt securities of which the Registered Bank or any member of its Banking Group is the issuer.

10. Financial Statements of the Registered Bank and the Overseas Banking Group

The most recent publicly available Disclosure Statement for the Banking Group can be accessed via the Branch's website: www.nz.bk.mufg.jp. Copies of the most recent publicly available Disclosure Statement for the Banking Group will be provided within two working days at no charge to any person who requests a copy.

The most recent publicly available Financial Statements of the Registered Bank and the Overseas Banking Group may be accessed via the Bank's global website: www.mufg.jp. In addition, Financial Statements are also prepared and filed with the United States Securities and Exchange Commission, Washington, D.C.

Disclosure Statement

For the Nine Months Ended 31 December 2016

11. Directors' and General Manager Auckland Branch's Statement

After due enquiry, each Director and the General Manager Auckland Branch believe that:


as at the date on which the Disclosure Statement is signed;

- the Disclosure Statement contains all the information that is required by the Registered Bank Disclosure Statement (Overseas Incorporated Registered Banks) Order 2014 (as amended);
- the Disclosure Statement is not false or misleading ;

and over the nine-month accounting period ended 31 December 2016;

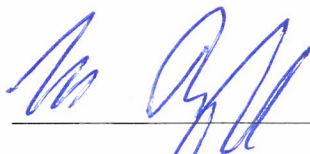
- The Bank of Tokyo-Mitsubishi UFJ, Ltd., Auckland Branch had systems in place to monitor and control adequately the material risks of the Banking Group, including credit risk, concentration of credit risk, interest rate risk, currency risk, equity risk, liquidity risk and other business risks, and that those systems were being properly applied; and
- The Bank of Tokyo-Mitsubishi UFJ, Ltd. has complied with all Conditions of Registration that applied during the period.

Signed for and on behalf of the Board of Directors of The Bank of Tokyo-Mitsubishi UFJ, Ltd. by their agent duly appointed in writing, and by the General Manager, Auckland Branch.



Mr. Masahiko Tanimura
Regional Head for Oceania,
General Manager
(and Authorised Attorney on behalf of
the Directors)

Dated (Sydney): 20 February 2017



Mr. Michael Ryff
General Manager
Auckland Branch

Dated (Auckland): 20 February 2017

Condensed Interim Financial Statements For the Nine Months Ended 31 December 2016

Condensed Statement of Comprehensive Income

	Note	Nine Months ended 31 December 2016 Unaudited NZD	Nine Months ended 31 December 2015 Unaudited NZD
Interest income	2	65,559,783	82,904,832
Interest expense	2	(57,913,364)	(74,226,825)
Net interest income		<u>7,646,419</u>	<u>8,678,007</u>
Fees and commission income	2	8,953,674	9,442,294
Gains less losses on financial instruments	2	1,249,952	(60,583)
		<u>10,203,626</u>	<u>9,381,711</u>
Occupancy expenses	2	(210,307)	(199,833)
Personnel expenses	2	(2,269,840)	(2,167,046)
Auditors' remuneration	2	(101,327)	(79,747)
Administration and other expenses	2	(902,762)	(1,041,167)
Profit before provision for credit impairment and income tax expense		<u>14,365,809</u>	<u>14,571,925</u>
Provision for credit impairment		-	-
Profit before income tax expense		<u>14,365,809</u>	<u>14,571,925</u>
Income tax expense		(810,235)	(1,425,739)
Profit from continuing operations		<u>13,555,574</u>	<u>13,146,186</u>
Other comprehensive income			
Items that may be reclassified subsequently to profit and loss			
Available-for-sale securities			
- (Loss)/profit arising during the year		(604,070)	381,094
- Less: Reclassification adjustment for loss included in profit or loss		<u>116,718</u>	<u>92,638</u>
		(487,352)	473,732
Income tax benefit/(expense) on available-for-sale securities		<u>136,458</u>	<u>(132,645)</u>
Other comprehensive (expense)/income, net of tax		<u>(350,894)</u>	<u>341,087</u>
Total comprehensive income, net of tax		<u>13,204,680</u>	<u>13,487,273</u>

The condensed interim statement of comprehensive income is to be read in conjunction with the accompanying notes to and forming part of the condensed interim financial statements.

Condensed Interim Financial Statements For the Nine Months Ended 31 December 2016

Condensed Statement of Changes in Equity

Unaudited
NZD

	Head Office Capital	Retained Earnings	Available-for- sale Revaluation Reserve	Total
Balance at 1 April 2015	83,000,000	14,793,234	652,528	98,445,762
Profit from continuing operations	-	13,146,186	-	13,146,186
Other comprehensive income, net of tax	-	-	341,087	341,087
Total comprehensive income, net of tax	-	13,146,186	341,087	13,487,273
Balance at 31 December 2015	83,000,000	27,939,420	993,615	111,933,035
Balance at 1 April 2016	83,000,000	41,261,540	619,629	124,881,169
Profit from continuing operations	-	13,555,574	-	13,555,574
Other comprehensive (expense), net of tax	-	-	(350,894)	(350,894)
Total comprehensive income, net of tax	-	13,555,574	(350,894)	13,204,680
Balance at 31 December 2016	83,000,000	54,817,114	268,735	138,085,849

The condensed interim statement of changes in equity is to be read in conjunction with the accompanying notes to and forming part of the condensed interim financial statements.

Condensed Interim Financial Statements For the Nine Months Ended 31 December 2016

Condensed Statement of Financial Position

	Note	As at 31 December 2016 Unaudited NZD	As at 31 December 2015 Unaudited NZD	As at 31 March 2016 Audited NZD
Assets				
Cash and short term liquid assets		56,504,826	36,338,607	27,791,027
Amounts due from related parties	9	63,274,980	57,103,456	56,166,131
Amounts due from other financial institutions		234,416,720	199,401,728	199,382,938
Available-for-sale securities		45,962,161	80,249,089	27,116,607
Corporate loans originated by the Bank	4	3,014,460,381	2,701,023,095	2,817,897,473
Acceptances of customers		6,324,151	79,866	44,815
Derivative instruments		27,794,804	15,591,427	20,848,509
Other assets		2,130,849	1,063,220	1,263,822
Current tax asset		3,109,583	1,560,746	4,603,723
Deferred tax asset		12,506,182	17,875,508	13,179,960
Property, plant and equipment	3	286,308	430,595	364,758
Total Assets		<u>3,466,770,945</u>	<u>3,110,717,337</u>	<u>3,168,659,763</u>
Liabilities				
Amounts due to related parties	9	3,100,326,822	2,688,815,165	2,537,489,565
Deposits	5	191,951,951	293,049,464	483,996,844
Acceptances		6,324,151	79,866	44,815
Derivative instruments		27,132,859	15,596,278	20,907,148
Other liabilities	7	2,949,313	1,243,529	1,340,222
Total Liabilities		<u>3,328,685,096</u>	<u>2,998,784,302</u>	<u>3,043,778,594</u>
Equity				
Head Office capital	9	83,000,000	83,000,000	83,000,000
Retained earnings		54,817,114	27,939,420	41,261,540
Available-for-sale revaluation reserve		268,735	993,615	619,629
Total Equity		<u>138,085,849</u>	<u>111,933,035</u>	<u>124,881,169</u>
Total Liabilities and Equity		<u>3,466,770,945</u>	<u>3,110,717,337</u>	<u>3,168,659,763</u>
Total Interest Earning and Discount Bearing Assets				
		3,351,344,088	3,017,012,519	3,072,188,045
Total Interest and Discount Bearing Liabilities				
		3,275,990,711	2,967,271,354	3,006,529,391

The condensed interim statement of financial position is to be read in conjunction with the accompanying notes to and forming part of the condensed interim financial statements.

Condensed Interim Financial Statements

For the Nine Months Ended 31 December 2016

Condensed Statement of Cash Flows

	Nine Months ended 31 December 2016 Unaudited NZD	Nine Months ended 31 December 2015 Unaudited NZD
Cash Flows from Operating Activities		
Interest income received	66,613,613	87,674,676
Commission fees & trading income	9,831,577	9,423,080
Interest paid	(58,847,092)	(72,507,450)
Payment to suppliers, employees and others	(2,960,558)	(3,323,573)
Net cash flows from operating activities before changes in operating assets and liabilities	14,637,540	21,266,733
Net (increase) / decrease in operating assets:		
Net (increase) in corporate loans originated by the Bank	(197,244,147)	(75,968,050)
Net (increase) in amounts due from other financial institutions	(35,033,782)	(144,823,111)
Net (increase) / decrease in available-for-sale securities	(19,705,497)	138,219,686
Net (increase) / decrease in amounts due from related parties	(7,108,849)	3,231,783
Net decrease in other assets	44,913	1,257,607
	(259,047,362)	(78,082,085)
Net increase / (decrease) in operating liabilities:		
Net (decrease) / increase in commercial papers and deposits	(290,699,470)	89,575,661
Net increase / (decrease) in amounts due to related parties	562,425,561	(16,251,317)
Net (decrease) / increase in other liabilities	(4,777)	109,285
	271,721,314	73,433,629
Net cash flows from operating activities before income tax	27,311,492	16,618,277
Net tax refund/ (paid)	1,494,140	(2,661,702)
Net cash flows from operating activities	28,805,632	13,956,575
Cash Flows from Investing Activities		
Payment for property, plant and equipment	(91,833)	(65,318)
Net cash flows from investing activities	(91,833)	(65,318)
Cash Flows from Financing Activities		
Remittance to the Overseas Bank	-	-
Capital injection	-	-
Net cash flows from financing activities	-	-
Net change in Cash and Cash Equivalents		
Net increase in cash and cash equivalents	28,713,799	13,891,257
Cash and cash equivalents at beginning of year	27,791,027	22,447,350
Cash and cash equivalents at end of the period	56,504,826	36,338,607
Reconciliation of Closing Cash and Cash Equivalents		
Cash and short term liquid assets	56,504,826	36,338,607
Closing cash and cash equivalents	56,504,826	36,338,607

The condensed interim statement of cash flows is to be read in conjunction with the accompanying notes to and forming part of the condensed interim financial statements.

Condensed Interim Financial Statements For the Nine Months Ended 31 December 2016

Condensed Statement of Cash Flows (continued)

	Nine Months ended 31 December 2016 Unaudited NZD	Nine Months ended 31 December 2015 Unaudited NZD
Reconciliation of profit from continuing operations to net cash used in operating activities		
Profit from continuing operations	13,555,574	13,146,186
(Increase) in corporate loans	(196,562,908)	(76,455,191)
(Increase) in amounts due from other financial institutions	(35,033,782)	(144,823,111)
(Increase) / decrease in available-for-sale securities	(19,332,906)	143,476,671
(Increase) / decrease in amounts due from related parties	(7,108,849)	3,231,783
(Increase) / decrease in other assets	(867,027)	1,134,866
Increase / (decrease) in certificate of deposit	34,943,835	(13,214,097)
(Decrease) / increase in deposits	(326,988,729)	104,988,019
Increase / (decrease) in amounts due to related parties	562,837,258	(16,730,202)
Increase in other payable (cash)	1,609,609	78,072
(Decrease) in provision for credit impairment	-	-
Movement in tax provision	2,304,375	(1,235,963)
Non-cash items:		
Depreciation of property, plant and equipment	170,284	202,722
Other	(721,101)	156,820
Net cash flows from operating activities	28,805,633	13,956,575

The condensed interim statement of cash flows is to be read in conjunction with the accompanying notes to and forming part of the condensed interim financial statements.

Notes to the Condensed Interim Financial Statements For the Nine Months Ended 31 December 2016

1. Statement of Significant Accounting Principles

a) Statement of Compliance

The Bank of Tokyo-Mitsubishi UFJ, Ltd., Auckland Branch (“The Branch”) operates in Auckland, New Zealand and the Registered Bank is incorporated in Japan. The Branch is profit-oriented and is an FMC Reporting Entity under the Financial Markets Conduct Act 2013. The condensed interim financial statements of the Branch incorporated in this Disclosure Statement have been prepared in accordance with Generally Accepted Accounting Practice in New Zealand (‘NZ GAAP’) and comply with the requirements of NZ IAS 34 Interim Financial Reporting and Registered Bank Disclosure Statements (Overseas Incorporated Registered Banks) Order 2014 (as amended). These condensed interim financial statements also comply with IAS 34 Interim Financial Reporting. The Branch does not qualify for any differential reporting exemptions and the condensed interim financial statements should be read in conjunction with the financial statements for the year ended 31 March 2016.

The condensed interim financial statements were authorized for issue by the directors on the date of signing this Disclosure Statement.

b) Basis of preparation

The condensed interim financial statements are presented in New Zealand dollars.

The condensed interim financial statements have been prepared on the historical cost basis, except for the revaluation of certain non-current assets and financial instruments.

Cost is based on the fair-value of the consideration given in exchange for assets.

c) Changes in accounting policy

There have been no material changes in accounting policies since the last financial statement for year ended 31 March 2016.

d) Comparative figures

Certain comparative figures have been re-stated to comply with the current year presentation. There has been no re-statement on comparative figures for this condensed interim financial statement.

Notes to the Condensed Interim Financial Statements For the Nine Months Ended 31 December 2016

2. Profit Before Income Tax Expense

	Nine Months ended 31 December 2016 Unaudited NZD	Nine Months ended 31 December 2015 Unaudited NZD
Operating revenue		
(a) Interest income		
Corporate loans and other accounts	65,555,221	82,896,777
Related parties	4,562	8,055
	65,559,783	82,904,832
(b) Fees and Commissions income		
Fees and commission income	8,953,674	9,442,294
	8,953,674	9,442,294
(c) Gains less losses on financial instruments		
Net gain/(loss) on interest rate derivatives	1,031,728	(66,182)
Net gain on currency derivatives	154,298	-
Net gain on foreign currency	63,410	5,546
Other income	516	53
	1,249,952	(60,583)
	75,763,409	92,286,543
Total interest income derived from financial assets:		
At amortised cost	64,689,926	79,720,099
Available-for-sale securities	869,857	3,184,733
Total fee income derived from financial assets that are not at fair value through profit and loss	8,769,594	9,225,054
Net gain/ (loss) on financial assets/liabilities held for trading	721,112	(170,447)
Net realised gain on held for trading	528,324	109,811
Other fee income	184,080	217,240
Other income	516	53
	75,763,409	92,286,543
Expenses		
(a) Interest expense		
Deposits and other accounts	7,054,334	7,850,111
Related parties	50,859,030	66,376,714
	57,913,364	74,226,825
Total interest expense was derived from financial liabilities:		
At amortised cost	57,913,364	74,226,825
Designated at fair value through profit and loss	-	-
	57,913,364	74,226,825
(b) Other operating expenses		
Rental & operating lease costs	210,307	199,833
Depreciation		
Furniture, fixtures and fittings	16,037	29,150
Office equipment	149,369	167,050
Motor vehicles	4,878	6,522
Auditors' remuneration		
Audit fees	101,327	79,747
Other non-audit services	-	-
Salaries	2,230,701	2,032,062
Staff related cost	39,139	134,984
Net losses from the disposal of fixed assets	-	7,085
General administration and other operating expenses	732,478	831,360
Provision for credit impairment	-	-
	3,484,236	3,487,793
Profit before income tax expense	14,365,809	14,571,925

Total income excluding any net loss for nine months ended 31 December 2016 is NZD 75,763,409 (nine months ended 31 December 2015: NZD 92,352,725)

The condensed interim statement of comprehensive income is to be read in conjunction with the accompanying notes to and form part of the condensed interim financial statements.

Notes to the Condensed Interim Financial Statements For the Nine Months Ended 31 December 2016

3. Property, Plant and Equipment

During the nine months ended 31 December 2016 the Branch acquired property, plant and equipment with a cost of NZD 91,921 (nine months ended 31 December 2015: NZD 65,317; twelve months ended 31 March 2016: NZD 70,989).

During the nine months ended 31 December 2016 the Branch did not dispose any property, plant and equipment (nine months ended 31 December 2015: NZD 7,311; twelve months ended 31 March 2016: NZD 7,311).

There was no impairment loss for property, plant and equipment recognized during the nine months ended 31 December 2016 (nine months ended 31 December 2015: Nil; twelve months ended 31 March 2016: Nil).

4. Loans and Advances

	As at 31 December 2016 Unaudited NZD	As at 31 December 2015 Unaudited NZD	As at 31 March 2016 Audited NZD
Corporate loans originated by the bank	3,014,460,381	2,764,718,747	2,817,897,473
Less: individual impairment allowance	-	(63,695,652)	-
	3,014,460,381	2,701,023,095	2,817,897,473

5. Deposits

	As at 31 December 2016 Unaudited NZD	As at 31 December 2015 Unaudited NZD	As at 31 March 2016 Audited NZD
Deposit from corporate bearing interest	8,775,638	6,182,217	7,313,170
Deposit from corporate not bearing interest	14,891,914	14,593,275	14,957,018
Certificate deposit	84,658,528	34,872,264	49,714,693
Call deposit	48,199,967	64,417,577	60,415,575
Term deposit	35,425,904	172,984,131	351,596,388
	191,951,951	293,049,464	483,996,844

6. Total Liabilities of the Branch Net of Amounts Due to Related Parties

	As at 31 December 2016 Unaudited NZD	As at 31 December 2015 Unaudited NZD	As at 31 March 2016 Audited NZD
Total Liabilities	3,328,685,096	2,998,784,302	3,043,778,594
Less: total amounts due to related parties (Note : 9)	(3,113,471,853)	(2,695,634,512)	(2,548,958,187)
Total liabilities net of amounts due to related parties	215,213,243	303,149,790	494,820,407

Notes to the Condensed Interim Financial Statements For the Nine Months Ended 31 December 2016

7. Other Liabilities

	As at 31 December 2016 Unaudited NZD	As at 31 December 2015 Unaudited NZD	As at 31 March 2016 Audited NZD
Provision	155,835	124,663	120,299
Unearned income	1,112,464	812,497	1,005,595
Others	1,681,014	306,369	214,328
	2,949,313	1,243,529	1,340,222

8. Commitments and Contingent Liabilities

	As at 31 December 2016 Unaudited NZD	As at 31 December 2015 Unaudited NZD	As at 31 March 2016 Audited NZD
(a) Future lease rental commitments			
Operating lease (primarily premises)			
Due within 1 year	271,737	229,228	232,912
Due within 1 - 2 years	178,792	173,584	174,876
Due within 2 - 5 years	519,273	552,627	556,741
Due over 5 years	-	145,437	96,958
	969,802	1,100,876	1,061,487
(b) Other commitments			
Undrawn facility commitments	855,712,402	856,376,561	600,979,624
(c) Contingent liabilities			
Guarantees given	12,542,659	310,595	12,703,456
Performance related contingencies	6,335,215	17,050,001	4,700,000
Trade related contingencies	14,567,479	184,045	69,616
	33,445,353	17,544,641	17,473,072

The Branch provides guarantees in its normal course of business on behalf of its customers and there are three principal types of guarantee:

- Guarantee given – a financial guarantee that is an agreement by which the Branch agrees to pay an amount of money on demand on behalf of a customer to a third party during the life of the guarantee.
- Performance related contingencies – a guarantee given by the Branch that undertakes to pay a sum of money to a third party where the customer fails to fulfil certain terms and conditions of a contract.

Notes to the Condensed Interim Financial Statements For the Nine Months Ended 31 December 2016

8. Commitments and Contingent Liabilities (continued)

- Trade related contingencies – contingent liabilities arising from trade-related obligations secured against an underlying shipment of goods to make a payment to a third party if a counterparty fails to fulfil a contractual non-monetary obligation.

The credit risk involved in issuing guarantees is essentially the same as that involved in extending loan facilities to customers. Apart from the normal documentation for a facility of this type, the customer must also provide the Branch with a written indemnity, undertaking that in the event the Branch is called upon to pay, the Branch will be fully reimbursed by the customer.

The Branch has no financial assets that have been pledged as collateral for liabilities or contingent liabilities.

9. Related Party Disclosures

The Auckland Branch is a branch of an overseas company, The Bank of Tokyo-Mitsubishi UFJ, Ltd., which is incorporated in Japan and is the ultimate parent bank.

Related party transactions are unsecured and entered into in the normal course of business. During the period there have been dealings between Auckland branch, other overseas branches and Head Office. Amounts due from related parties is only related to settlement account which is due on demand. Amounts due to related parties is mainly term deposits which are due in accordance with an agreed date. No related party debts have been written off or forgiven during the reporting period.

Derivative instruments with related parties are used to manage interest rate and currency exposures and include foreign exchange forwards, interest rate swaps, and currency options.

	Nine Months ended 31 December 2016 Unaudited NZD	Nine Months ended 31 December 2015 Unaudited NZD	Three Months ended 31 March 2016 Audited NZD
A) Balances			
Assets			
Amounts due from related parties	63,274,980	57,103,456	56,166,131
Derivative instruments	14,972,920	8,862,214	9,468,030
	78,247,900	65,965,670	65,634,161
Liabilities			
Amounts due to related parties	3,100,326,822	2,688,815,165	2,537,489,565
Derivative instruments	13,145,031	6,819,347	11,468,622
	3,113,471,853	2,695,634,512	2,548,958,187
Equity			
Head Office capital	83,000,000	83,000,000	83,000,000
Off Balance Sheet			
Guarantees given	45,556	227,782	227,782
Performance related contingencies	280,000	400,000	400,000
	325,556	627,782	627,782
B) Transactions			
Interest income	4,562	8,055	8,055
Interest expense	50,859,030	66,376,714	85,685,968
Net (profit / (loss) from derivative instruments	11,784,462	(1,633,892)	(6,213,755)
Fees and commissions income	995	378	503

Notes to the Condensed Interim Financial Statements For the Nine Months Ended 31 December 2016

9. Related Party Disclosures (continued)

The Branch's Head Office capital comprises funds provided by the overseas bank to support the Branch's daily operation and to fulfil local thin capitalisation requirements. It is non-interest bearing and there is no fixed date for repatriation. The capital of the registered bank is managed by the overseas bank. The Branch does not separately manage capital other than for the purpose of the Reserve Bank of New Zealand's requirements as disclosed in Note 14 and Note 15.

Other transactions like sundry administrative charges are not material to the results and are therefore not disclosed separately.

10. Fair Value of Financial Instruments

Quoted market prices, where available, are used to estimate the fair value of financial instruments. However, quoted market prices are not available for a substantial portion of financial instruments and fair value for such financial instruments is estimated using discounted cash flow models that utilise prices from observable current market transactions, or other valuation techniques. The summary table shows the carrying amounts and estimated fair values of financial instruments as at the reporting date. The methodologies and assumptions used to estimate the fair value of the financial instruments are:

- (a) For those assets or liabilities that are short term in nature, the related carrying value is equivalent to their fair value.
- (b) For floating rate loans and deposits, the carrying amount in the statement of financial position is considered a reasonable estimate of their fair value after making allowances for impairment. For fixed rate loans and deposits, fair value is estimated using discounted cash flow models based on current market rates. The differences between estimated fair value of loans and deposits and carrying value reflect the difference between observable market interest rates and customer rates on day one and changes in interest rates since the loans' and deposits' origination.
- (c) The fair values of derivative instruments are calculated using the discounted cash flow model. Swap transactions are measured at the present value of future cash flows estimated and discounted based on the applicable yield curves derived from observable interest rates. Foreign currency forward contracts are measured using observable forward exchange rates and yield curves derived from observable interest rates matching maturities of the contracts.
- (d) The fair values of available-for-sales securities are derived from quoted prices in the active market.

31 December 2016 Unaudited	Note	Held for Trading NZD	Available for Sale Securities NZD	Loans and Receivables NZD	Other Amortised Cost NZD	Total Carrying Amount NZD	Fair Value NZD
Assets							
Cash and cash equivalents	a	-	-	56,504,826	-	56,504,826	56,504,826
Amounts due from related parties	a	-	-	63,274,980	-	63,274,980	63,274,980
Amounts due from other financial institutions	a	-	-	234,416,720	-	234,416,720	234,416,720
Available-for-sale securities	d	-	45,962,161	-	-	45,962,161	45,962,161
Corporate loans originated by the Bank	b	-	-	3,014,460,381	-	3,014,460,381	3,018,414,937
Other assets	c, a	27,794,804	-	8,439,792	-	36,234,596	36,234,596
Total financial assets		27,794,804	45,962,161	3,377,096,699	-	3,450,853,664	3,454,808,220
Liabilities							
Amounts due to related parties	b	-	-	-	3,100,326,822	3,100,326,822	3,108,780,674
Deposits	a, b	-	-	-	191,951,951	191,951,951	191,951,951
Other liabilities	c	27,132,859	6,324,151	-	-	33,457,010	33,457,010
Total financial liabilities		27,132,859	6,324,151	-	3,292,278,773	3,325,735,783	3,334,189,635

Notes to the Condensed Interim Financial Statements For the Nine Months Ended 31 December 2016

10. Fair Value of Financial Instruments (continued)

31 December 2015 Unaudited	Note	Held for Trading NZD	Available for Sale Securities NZD	Loans and Receivables NZD	Other Amortised Cost NZD	Total Carrying Amount NZD	Fair Value NZD
Assets							
Cash and cash equivalents	a	-	-	36,338,607	-	36,338,607	36,338,607
Amounts due from related parties	a	-	-	57,103,456	-	57,103,456	57,103,456
Amounts due from other financial institutions	a	-	-	199,401,728	-	199,401,728	199,401,728
Available-for-sale securities	d	-	80,249,089	-	-	80,249,089	80,249,089
Corporate loans originated by the Bank	b	-	-	2,701,023,095	-	2,701,023,095	2,707,494,166
Other assets	c, a	15,591,427	-	1,116,574	-	16,708,001	16,708,001
Total financial assets		15,591,427	80,249,089	2,994,983,460	-	3,090,823,976	3,097,295,047
Liabilities							
Amounts due to related parties	b	-	-	-	2,688,815,165	2,688,815,165	2,702,301,660
Deposits	a, b	-	-	-	293,049,464	293,049,464	293,049,464
Other liabilities	c	15,596,278	-	-	-	15,596,278	15,596,278
Total financial liabilities		15,596,278	-	-	2,981,864,629	2,997,460,907	3,010,947,402

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability for substantially the entire term of the instrument, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	31 December 2016		31 December 2015	
	Level 1	Level 2	Level 1	Level 2
Derivative financial assets				
Interest rate swaps	-	13,085,271	-	7,843,048
Currency Options	-	4,883,613	-	-
FX forwards	-	9,825,920	-	7,748,379
Total derivative financial assets	-	27,794,804	-	15,591,427
Derivative financial liabilities				
Interest rate swaps	-	12,272,271	-	7,840,218
Currency Options	-	5,029,983	-	-
FX forwards	-	9,830,605	-	7,756,060
Total derivative financial liabilities	-	27,132,859	-	15,596,278
Available-for-sale securities	45,962,161	-	80,249,089	-

Notes to the Condensed Interim Financial Statements For the Nine Months Ended 31 December 2016

10. Fair Value of Financial Instruments (continued)

Financial assets and financial liabilities, other than the items on the above table, are carried at amortised cost. Their fair value is represented by level 2 fair value measurements.

There were no financial assets and liabilities which were carried at fair value categorised under Level 3 in this period.

11. Liquidity Risk Management

Liquidity risk is the risk that the Branch will not have sufficient funds to meet its financial obligations. The Branch has policies to ensure that sufficient funds are available to meet its obligations as and when they fall due, and to maintain a prudent level of liquidity buffer to meet unexpected demands for funds under adverse market conditions. To achieve this objective, the Branch adopts a set of liquidity management strategies which limits the liquidity risk to acceptable levels. The compliance of such internal limits is being independently monitored and regularly reported to the Regional Head for Oceania. A contingency plan has been developed in the event of a major liquidity problem. The operations of the Branch are subject to these policies.

The Branch measures its liquidity requirements by undertaking scenario analysis under the following two scenarios:

Going-concern – which refers to the normal behaviour of cashflows in the ordinary course of business and would form the day-to-day focus of the Branch’s liquidity management.

Bank-specific (“name”) crisis – which covers the behaviour of cash flows where there is some actual or perceived problem with the Branch.

The Branch is committed to raising its liabilities from a wide range of institutional and corporate lenders. This reduces dependence upon certain lenders and the possibility that a large portion of the deposit base will be withdrawn with little notice. As part of its liquidity management policies, the Branch maintains a portfolio of readily liquid assets and has established committed funding arrangements from other institutions. Liquidity is managed by the Treasury Department of the Sydney Branch under the supervision of the Oceania Region Asset and Liability Management Committee. Reports on liquidity are reviewed by the Regional Head for Oceania, sent to the Parent Bank weekly and presented to the Oceania Region Asset and Liability Management Committee monthly.

The Branch holds the following liquid assets in order to manage its liquidity risk:

	As at 31 December 2016 NZD	As at 31 December 2015 NZD
Cash and short term liquid assets	56,504,826	36,338,607
Amounts due from related parties	63,274,980	57,103,456
Amounts due from other financial institutions	234,416,720	199,401,728
Available-for-sale securities	<u>45,962,161</u>	<u>80,249,089</u>
	<u>400,158,687</u>	<u>373,092,880</u>

Notes to the Condensed Interim Financial Statements For the Nine Months Ended 31 December 2016

12. Profitability and Size

The Overseas Banking Group

(a) Profitability

	Six Months ended 30 September 2016 JPY(000's)	Six Months ended 30 September 2015 JPY(000's)
Net Profit After Tax	405,581,000	444,001,000
Net Profit After Tax over the previous 12 months period as a percentage of average total assets	0.32%	0.36%

(b) Size

	Six Months ended 30 September 2016 JPY(000's)	Six Months ended 30 September 2015 JPY(000's)
Total Assets	219,652,995,000	220,723,906,000
% Change in total assets over the previous 12 months	-0.49%	8.14 %

13. Asset Quality

(i) The Overseas Banking Group

	As at 30 September 2016 JPY (000's)	As at 30 September 2015 JPY(000's)
Total individually impaired assets (before allowances for credit impairment loss and net of interest held in suspense)	1,333,861,000	1,275,325,000
Total individually impaired assets expressed as a percentage of total assets	0.61%	0.58%
Total individual credit impairment allowance	229,010,000	208,093,000
Total individual credit impairment allowance expressed as a percentage of total individually impaired assets	17.17%	16.32%
Total collective credit impairment allowance	564,025,000	574,917,000

Notes to the Condensed Interim Financial Statements For the Nine Months Ended 31 December 2016

13. Asset Quality (continued)

(ii) The Bank of Tokyo-Mitsubishi UFJ, Ltd., Auckland Branch.

The provision for impairment is made as a result of downgrading the Registered Bank's internal credit rating of customers due to the customers' cash flow problem that affects the customers' going concern. The provision represents the Branch's best estimate of the difference between the carrying amount of the corporate loans and the recoverable amount based on expected future cash flows under liquidation.

	As at 31 December 2016 NZD	As at 31 December 2015 NZD
Individually impaired assets – Gross amounts before provision for loan impairment :		
Balance at the beginning of the period	-	63,695,652
Addition during the period	-	-
Amounts written off	-	-
Deletion	-	-
Balance at the end of the period	-	63,695,652

The Bank of Tokyo-Mitsubishi UFJ, Ltd., Auckland Branch does not have any collective credit impairment allowance, and any past due but not impaired assets as at 31 December 2016. The total collective credit impairment allowance of the Overseas Banking Group covers the assets of the Branch.

There was no aggregate amount of individual credit impairment allowance against individually impaired assets as at 31 December 2016 (31 December 2015: NZD 63,695,652).

There was no interest income recognized on impaired asset over the accounting period ended 31 December 2016 (interest income ended 31 December 2015: NZD 1,610,685)

Individual provision for loan impairment

	As at 31 December 2016 NZD	As at 31 December 2015 NZD
Balance at the beginning of the period	-	63,695,652
Charge to impairment of loans in profit and loss	-	-
Amounts written off	-	-
Balance at the end of the period	-	63,695,652

Profit or loss charge

	As at 31 December 2016 NZD	As at 31 December 2015 NZD
Specific provision for impairment against advances	-	-
Total provision for impairment against advances	-	-

There is no undrawn balance on lending commitments to counterparties for whom drawn balances are classified as individually impaired. There are no other amounts under administration.

The Bank of Tokyo-Mitsubishi UFJ Ltd., Auckland Branch does not have any financial assets designated as at fair value through profit or loss on which there have been changes in fair value that are attributable to changes in credit risk of the financial asset.

Notes to the Condensed Interim Financial Statements For the Nine Months Ended 31 December 2016

14. Exposure to Market Risk

Aggregate market risk exposures of The Bank of Tokyo-Mitsubishi UFJ, Ltd., Auckland Branch have been derived in accordance with Schedule 9 of the Reserve Bank Order.

	As at 31 December 2016 NZD(000's)	As at 31 December 2015 NZD(000's)
(1) Aggregate Interest Rate Exposure		
(a) Notional Capital Charge *	1,621	1,638
(b) Implied risk weighted exposure	20,263	20,475

(2) Aggregate Foreign Currency Exposure

The Bank of Tokyo-Mitsubishi UFJ, Ltd., Auckland Branch does not have any foreign currency exposures.

(3) Aggregate Equity Exposure

The Bank of Tokyo-Mitsubishi UFJ, Ltd., Auckland Branch does not have any equity exposures.

By entering into foreign exchange transactions, interest rate swap transactions, currency swap transactions and long term fixed interest deposits with the Sydney Branch, the Branch does not hold any significant foreign exchange exposure and long term interest rate exposure. Under this arrangement, the Branch is exposed to limited market risk which is immaterial.

* The Notional Capital Charge is calculated in accordance with Capital Adequacy Framework (Standardized Approach) BS2A.

15. Capital Adequacy

The capital adequacy guidelines adopted by the Financial Services Agency (FSA) in Japan 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 31 March, 2007. Certain provisions of Basel III have been adopted by the FSA for Japanese banking institutions with international operations conducted through their foreign offices and became effective 31 March 2013.

The Financial Stability Board identified Overseas Banking Group as a global systematically important bank, or G-SIB, in its most recent annual report published in November 2015.

Effective 31 March, 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 31 March, 2016, the Overseas Banking Group is required to maintain a capital conservation buffer of 0.625% and a G-SIB surcharge of 0.375% in addition to the 4.50% minimum Common Equity Tier 1 capital ratio. As of the same date, no countercyclical buffer is applicable. When fully implemented on 31 March, 2019, the Overseas Banking Group 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 the Overseas Banking Group will be in Bucket 2 of the G-SIB list.

Notes to the Condensed Interim Financial Statements For the Nine Months Ended 31 December 2016

15. Capital Adequacy (continued)

The table below presents the minimum consolidated risk-based capital ratios from 31 March 2016:

	2016
Minimum Common Equity Tier 1 ratio	4.5%
Capital Conservation Buffer	0.625%
Countercyclical Buffer	-
G-SIB Surcharge	0.375%
Total	5.5%
Minimum Tier 1 ratio	6.0%
Total (with Buffers and Surcharge)	7.0%
Minimum Capital ratio	8.0%
Total (with Buffers and Surcharge)	9.0%

Both the Overseas Banking Group and the Overseas Bank met those requirements at the reporting date.

Overseas Banking Group	As at 31 December 2016	As at 31 December 2015
Capital ratios:		
Common Equity Tier 1 Capital	10.57%	10.73%
Tier 1 capital	12.09%	12.26%
Total capital	14.95%	15.43%

Overseas Bank	As at 31 December 2016	As at 31 December 2015
Capital ratios:		
Common Equity Tier 1 Capital	11.35%	11.59%
Tier 1 capital	13.27%	13.35%
Total capital	16.39%	16.86%

The most recent publicly available information in relation to the capital adequacy framework implemented by the Overseas Bank and Overseas Banking Group are disclosed under the Ultimate Holding Company's report which can be accessed via the Bank's global website: www.mufig.jp.

16. Credit Exposures to Individual Counterparties

Based on actual credit exposures, there is no credit exposure to any individual counterparty (excluding any booking outside New Zealand) of The Bank of Tokyo-Mitsubishi UFJ, Ltd., Auckland Branch equal to or exceeding 10% of the Overseas Banking Group's equity as at the nine months ended 31 December 2016.

There has been no peak end-of-day aggregate credit exposure to any individual counterparty (excluding any booking outside New Zealand) of The Bank of Tokyo-Mitsubishi UFJ, Ltd., Auckland Branch equal to or exceeding 10% of the Overseas Banking Group's equity as at 31 December 2016 during this accounting period.

The credit exposure to individual counterparties was calculated on the basis of actual end-of-day aggregate amount of credit exposures by using investment grade credit rating over the period.

Notes to the Condensed Interim Financial Statements For the Nine Months Ended 31 December 2016

17. Insurance Business

The Bank of Tokyo-Mitsubishi UFJ, Ltd., Auckland Branch *does not* conduct any insurance business in or outside New Zealand.

18. Non-Consolidated Activities

The Bank of Tokyo-Mitsubishi UFJ, Ltd. *does not* conduct any insurance business or non-financial activities in New Zealand outside The Bank of Tokyo-Mitsubishi UFJ, Ltd., Auckland Branch.

19. Securitization, Funds Management, and Other Fiduciary Activities

- (a) The Bank of Tokyo-Mitsubishi UFJ, Ltd., Auckland Branch is not involved in any establishment, marketing or sponsorship of trust, custodial, funds management or other fiduciary activities.
- (b) The Bank of Tokyo-Mitsubishi UFJ, Ltd., Auckland Branch is not involved in any origination of securitized assets, or in the marketing or servicing of securitization schemes.
- (c) The Bank of Tokyo-Mitsubishi UFJ, Ltd., Auckland Branch is not involved in the marketing and distribution of insurance products.

20. Risk Management Policies

The risk management policies and procedures of The Bank of Tokyo-Mitsubishi UFJ, Ltd., Auckland Branch conform with those of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (the "Overseas Banking Group").

The Branch's application of risk management systems is subject to review by the Overseas Banking Group Audit Office on a regular basis.

There have been no material changes to the above policies since publication of the previous Disclosure Statement.

21. Financial Support

The Auckland Branch is part of The Bank of Tokyo-Mitsubishi UFJ, Ltd. The assets of the Branch are legally available for the satisfaction of debts of the entire company, not solely those appearing in the accompanying statement of financial position, and its debts may result in claims against assets not appearing thereon.

22. Subsequent Events

There has not been any matter or circumstance, other than that referred to in the financial statements or notes thereto, that has arisen since the nine months ended 31 December 2016, that has significantly affected, or may significantly affect, the operations of the branch, the results of the operations, or the state of affairs of the branch in future financial years.