Corporate Governance Report

CORPORATE GOVERNANCE

September 29, 2025

Sony Financial Group Inc.
Toshihide Endo,
President and CEO, Representative Corporate Executive Officer
For Inquiry: Finance Department
TEL: +81-3-5290-6500 (Representative Number)

The status of corporate governance of Sony Financial Group Inc. (the "Company") is as follows:

I. Basic Stance on Corporate Governance, Capital Structure, Company Type and Other Basic Information

1. Basic Stance

The Sony Financial Group ("Sony FG" or the "Group") is a financial group centered on life insurance, non-life insurance, and banking. As a holding company, the Company oversees Group management, while each Group company operates its business by leveraging its own unique strengths. The three-year Mid-Range Plan that began in FY2024 is making progress, and from FY2025, the Company has redefined its corporate philosophy and established "Pursuing lives filled with emotion, together" as Our Vision. This philosophy expresses Sony FG's intention to continue contributing to the Sony Group's mission of delivering "Kando (emotion)" by staying close to and supporting its customers in living true to themselves.

To realize Our Vision, we aim to conduct unified Group management by effectively utilizing the business characteristics and information held by each Group company to the extent permitted by laws and regulations, taking into consideration the differences in history, size, and business conditions of the companies within Sony FG. As a precondition for this, we recognize that the most important issue is to ensure financial soundness and appropriateness of operations, and to this end we have established a management structure that emphasizes Group-wide compliance and risk management.

[Reasons for not complying the following principles of the Corporate Governance Code]

■ Principle 1-2 (ii) and Principle 1-2 (iv): **Exercise of Rights at the General Meeting of Shareholders**

The Company plans to implement the earlier dispatch and electronic publication of the Notice of Convocation and introduce electronic voting from the Ordinary General Meeting of Shareholders for

the fiscal year ending March 2026.

■ Principle 1-4: **Cross-Shareholdings**

The Company and its Group companies do not hold shares for the purpose of business-related investment (hereinafter, “business-related shareholdings”). However, this excludes investments having a recognized strategic significance, such as business tie-ups, that contribute to enhancing the corporate value of individual Group companies.

In the event that the Company and its Group companies hold business-related shareholdings, they regularly consider the objectives of such holdings and the effect of investment, and report these results to their respective Boards of Directors. Based on these reports, the companies’ Boards of Directors consider disposal of such shares through such methods as sale or transfer in the event the significance of holding them has been lost.

With regard to the exercise of voting rights in relation to business-related shareholdings, the Company and its Group companies make comprehensive decisions to vote for or against individual proposals from the perspective of whether appropriate governance structures are in place at investee companies, whether appropriate decisions are being made to enhance corporate value over the medium to long term, and from the perspective of enhancing the corporate value of individual Group companies.

As of March 31, 2025, the Group held two listed stocks as business-related shareholdings, with a carrying amount of ¥600 million on the consolidated balance sheet.

■ Principle 2-4 (i): **Ensuring Diversity, Including Active Participation of Women**

To achieve sustainable growth amid rapid changes in the business environment — such as demographic shifts and accelerating technological innovation — the Company positions human resource management as one of its highest management priorities. By fostering an open and free-spirited organizational culture and by building an organization in which self-directed employees with diverse values can thrive, the Company believes that as each employee grows, the Group will be able to develop and provide products and services that meet the diversifying needs of society, thereby contributing to its stakeholders and to its own sustainable growth.

Details of the approach and initiatives to ensure diversity in recruitment and appointments are provided in the “Annual Securities Report for New Listing Application (Part I).”

https://www.sonyfg.co.jp/en/financial_info/annualreport/09SonyFinancialGroup-1s_en.pdf

(“2. Sustainability Philosophy and Initiatives, (3) Strategies and Policies Regarding Human Capital” under “2. Overview of Business”)

In addition, with respect to “voluntary and measurable targets” for appointments to managerial positions, while the Group discloses targets for women, it has not set or disclosed targets for foreign

nationals, given that its businesses are primarily domestic, or for mid-career hires, given that approximately 90% of its employees joined mid-career. For managerial positions, regardless of attributes, the Group has long made appointments based on ability and aptitude.

[Disclosure based on each principle of the Corporate Governance Code]

■ Principle 1-7: **Related-Party Transactions**

The Company requires resolution by the Board of Directors in the event of any competitive or conflict-of-interest transactions by Directors or Corporate Executive Officers. Furthermore, in the event of intra-Group transactions (including transactions with Sony Group Corporation and/or other Sony Group companies) that have the potential to affect Group management, the Company confirms the appropriateness and legality of such transactions.

■ Principle 2-6: **Roles of Corporate Pension Funds as Asset Owners**

The Company is a member of the Sony Corporate Pension Fund (the “Sony Pension Plan”), which encompasses all Sony Group companies in Japan. An overview of the Sony Fund follows below.

The Sony Pension Plan manages its assets in line with its Basic Pension Plan Management Policy (the “Policy”) which was set to secure beneficiaries’ rights of benefit and to stabilize company’s contribution.

In order to realize a prudential and appropriate asset management structure in the Sony Pension Plan, Sony Group Corporation appoints an asset management director of the Sony Pension Plan who should have proper knowledge and skills, based on the nomination by the Senior General Manager of Sony Group Corporation’s Finance Department, and an external advisor to supplement their specialties in asset management. Any decisions on fund management are made by the person who has the ultimate authority in accordance with established policies, after deliberation at the pension committee, which is composed of heads and/or personnel of the HR Department, the Accounting Department and the Finance Department which are related to the management of the Sony Pension Plan, and then, any potential conflict of interests between Sony Group Corporation and the Sony Pension Plan is properly controlled. In addition, when asset management begins, the asset management guidelines which show matters to be complied with in asset composition, management method, etc., are issued to the managing trustee, and the compliance status pursuant to the guidelines is periodically reviewed and evaluated.

■ Principle 3-1: **Enhancement of Information Disclosure**

(i) Company objectives (e.g., business principles), business strategies and business plans

The Group’s Corporate Philosophy are described in “I. 1. Basic Stance” of this report.

The Company has disclosed the medium-term corporate strategy on the Company’s website.

https://www.sonyfg.co.jp/en/financial_info/management_vision/Mid-RangePlan2024_E.pdf

(ii) Basic views and guidelines on corporate governance

The Company's basic stance is described in "I. 1. Basic Stance" of this report.

(iii) Board policies and procedures in determining the compensation of Directors and Corporate Executive Officers

The Company's policy and procedures for determining compensation of Directors and Corporate Executive Officers are as set out in "Disclosure of Policy on Amounts of Compensation and the Method for Calculating Compensation," under II.1 "Matters Related to Compensation for Directors and Corporate Executive Officers" in this report.

(iv) Board policies and procedures in the nomination of Director candidates and the appointment/dismissal of Corporate Executive Officers

The Company has formulated the Basic Policy on the Selection of Director Candidates and, based on this policy, selects as Director candidates individuals who possess the requisite knowledge, experience, capacity for judgment and other suitable characteristics necessary for deciding on the Company's basic management policies and overseeing management. The content of proposals to be submitted to the General Meeting of Shareholders regarding the appointment and dismissal of Directors is determined by the Board of Directors following resolutions by the Nominating Committee.

The Company has also formulated the Basic Policy Regarding Selection of Candidates for Corporate Executive Officers and, based on this policy, selects as Corporate Executive Officer candidates individuals capable of making decisions on, and assuming overarching responsibility for, the execution of business delegated by the Board of Directors as executives of the Company, with a view to realizing the Group's sustainable growth and medium- to long-term increase in corporate value.

Appointment and dismissal of Corporate Executive Officers are decided by the Board of Directors following the Nominating Committee's report.

(v) Explanations of individual nominations/appointments/dismissals with respect to the nomination of Director candidates and the appointment and dismissal of Corporate Executive Officers, in accordance with (iv) above

With respect to the nomination of Director candidates, it is the Company's policy to state the reasons for each nomination together with a brief career summary in the Notice of Convocation of the General Meeting of Shareholders. The reasons for appointing the current Directors (excluding

Outside Directors) are as follows. For the reasons for appointing Outside Directors, please refer to "Matters Related to the Organizational Structure and Operation, etc." under II.1 in this Report.

<a> Directors

Toshihide Endo

In addition to possessing extensive experience and knowledge of financial administration as a former Commissioner of the Financial Services Agency, and broad insight into corporate governance, human capital strategy, sustainability, and international economic trends, since June 2023 he has overseen Group-wide management as Representative Director, President and CEO (and since October 2024 as Director, Representative Corporate Executive Officer, President and CEO). As he possesses the knowledge and experience necessary to execute, in an accurate, fair and efficient manner, the management control of a financial holding company, has sufficient social credibility, and is not subject to any disqualifying grounds, he has been appointed.

Sadahiko Hayakawa

Having long been engaged in finance at the Sony Group and having served since April 2022 as a Senior Vice President of Sony Group Corporation, he possesses the knowledge, experience, and capacity for judgment necessary to appropriately conduct decision-making and supervision for overall Group management. As he is not subject to any disqualifying grounds, he has been appointed.

<b> Corporate Executive Officers

Toshihide Endo (Chief Executive Officer; oversees overall Group management)

In addition to possessing extensive experience and knowledge of financial administration as a former Commissioner of the Financial Services Agency, and broad insight into corporate governance, human capital strategy, sustainability, and international economic trends, since June 2023 he has overseen Group-wide management as Representative Director, President and CEO (and since October 2024 as Director, Representative Corporate Executive Officer, President and CEO). As he possesses the knowledge and experience necessary to execute, in an accurate, fair and efficient manner, the management control of a financial holding company, has sufficient social credibility, and is not subject to any disqualifying grounds, he has been appointed.

Sadahiko Hayakawa (Chief Financial Officer; responsible for corporate planning, finance, accounting, risk management, and disclosure)

Having long been engaged in finance at the Sony Group and having served since April 2022 as a Senior Vice President of Sony Group Corporation, he possesses the knowledge and experience necessary to execute, in an accurate, fair and efficient manner, the business operations of a financial holding company, has sufficient social credibility, and is not subject to any disqualifying

grounds. Accordingly, he has been appointed effective September 2025.

Kaoru Takahashi (In charge of the life insurance business)

With deep expertise acquired through a wide range of responsibilities including serving as Representative Director and President of Sony Life Insurance Co., Ltd., he possesses the knowledge and experience necessary to execute, in an accurate, fair and efficient manner, the business operations of a financial holding company, has sufficient social credibility, and is not subject to any disqualifying grounds. He has been appointed accordingly.

Hiroyuki Tsubota (In charge of the non-life insurance business)

With deep expertise acquired through a wide range of responsibilities including serving as Representative Director and President of Sony Assurance Inc., he possesses the knowledge and experience necessary to execute, in an accurate, fair and efficient manner, the business operations of a financial holding company, has sufficient social credibility, and is not subject to any disqualifying grounds. He has been appointed accordingly.

Keiji Minami (In charge of the banking business)

With deep expertise acquired through a wide range of responsibilities including serving as Representative Director and President of Sony Bank Inc., he possesses the knowledge and experience necessary to execute, in an accurate, fair and efficient manner, the business operations of a financial holding company, has sufficient social credibility, and is not subject to any disqualifying grounds. He has been appointed accordingly.

Koki Ito (In charge of the nursing care business)

With deep expertise acquired through a wide range of responsibilities including serving as Representative Director and President of Sony Lifecare Inc., he possesses the knowledge and experience necessary to execute, in an accurate, fair and efficient manner, the business operations of a financial holding company, has sufficient social credibility, and is not subject to any disqualifying grounds. He has been appointed accordingly.

Kazuhiro Yamada (In charge of growth strategy, DX strategy, and venture investment)

Highly conversant with financial services through a wide range of responsibilities including serving as Senior Managing Executive Officer and Director at Sony Life Insurance Co., Ltd., and having been involved in Group-wide management since April 2024 as Senior Executive Officer (June 2024: Senior Managing Director and CFO; October 2024: Director and Corporate Executive Officer, CFO; September 2025: Corporate Executive Officer), he possesses the knowledge and experience necessary to execute, in an accurate, fair and efficient manner, the business operations of a financial holding company, has sufficient social credibility, and is not subject to any disqualifying grounds. He has been appointed accordingly.

Takayuki Suzuki (In charge of corporate planning, accounting, IT, information security, and sustainability)

As a Corporate Executive Officer of the Company, he has handled a wide range of responsibilities including corporate planning at a financial holding company. He is highly conversant with financial services and possesses the knowledge and experience necessary to execute, in an accurate, fair and efficient manner, the business operations of a financial holding company, has sufficient social credibility, and is not subject to any disqualifying grounds. He has been appointed accordingly.

Osamu Otsubo (In charge of human resources and general affairs)

As a Corporate Executive Officer of the Company and an Executive Officer of Sony Life Insurance Co., Ltd., he is responsible for Group human resources strategy. He is highly conversant with financial services and possesses the knowledge and experience necessary to execute, in an accurate, fair and efficient manner, the business operations of a financial holding company, has sufficient social credibility, and is not subject to any disqualifying grounds. He has been appointed accordingly.

Nahoko Yamashita (Executive Advisor to the Chief Financial Officer)

Having long been engaged in corporate planning at Sony Life Insurance Co., Ltd., and having been involved in management as an Executive Officer of that company since April 2021 (June 2025: Director and Managing Executive Officer), she possesses the knowledge and experience necessary to execute, in an accurate, fair and efficient manner, the business operations of a financial holding company, has sufficient social credibility, and is not subject to any disqualifying grounds. She has been appointed effective September 2025.

■ Supplementary Principle 3-1 (iii): **Initiatives on Sustainability**

At Sony FG, we have articulated Our Vision as “Pursuing lives filled with emotion, together.” We have identified as Our Foundation three concepts that support lives filled with emotion: “Kando for Life (Filled with Emotion)”, “Asset for Life (Financial Well-Being)”, and “Health for Life (Energy and Vibrance).” Guided by these concepts, we work through the businesses of each Sony FG company to support lives “Filled with Emotion” and contribute to solutions to social and environmental issues facing humanity, while striving to realize a sustainable society and increase
our corporate value.

Details of the Group’s sustainability initiatives are provided in the “Annual Securities Report for New Listing Application (Part I).”

https://www.sonyfg.co.jp/en/financial_info/annualreport/09SonyFinancialGroup-1s_en.pdf

(“2. Sustainability Philosophy and Initiatives” under “2. Overview of Business”)

■ Supplementary Principle 4-1 (i): **Roles and Responsibilities of the Board of Directors (Scope of Delegation to Management)**

The Board of Directors decides the Group's basic management policies and other matters of particular managerial importance. To enable swift decision-making related to Group management, the Board determines the areas of responsibility of the Corporate Executive Officers, including the CEO, and appropriately delegates to the Corporate Executive Officers, including the CEO, the authority to decide and execute matters related to business execution. The content of such delegation is clearly stipulated in internal rules such as the Approval Regulations.

■ Principle 4-9: **Independence Standards and Qualification for Independent Outside Directors**

The Company's Outside Directors must satisfy not only the requirements for outside directors under the Companies Act and the standards for independent directors prescribed by the Tokyo Stock Exchange, but also the independence criteria set forth in the Company's Basic Policy on the Selection of Director Candidates.

■ Supplementary Principle 4-11 (1) **Composition of the Board of Directors**

The Board of Directors comprises 12 or fewer members (with a one (1) year term of office). The Board of Directors is composed of members who have a broad range of knowledge and experience. In light of its role in supervising management, the Board of Directors appoints multiple Outside Directors. The current composition is as stated in II.1 "Matters Related to the Organizational Structure and Operation, etc." in this Report. The experience and expertise of the current Directors are as set out in the attached material, "Reference: Directors' Experience and Areas of Specialization."

■ Supplementary Principle 4-11 (2): **Concurrent Positions of Directors**

The Company discloses the status of concurrent positions in its Annual Securities Report for New Listing Application (Part I).

https://www.sonyfg.co.jp/en/financial_info/annualreport/09SonyFinancialGroup-1s_en.pdf

■ Supplementary Principle 4-11 (3) **Evaluation of Effectiveness of the Board of Directors**

(i) Method for the Evaluation

The Company generally conducts an external evaluation once a year regarding the effectiveness of the Board of Directors' decision-making and supervision, as well as its operation. In FY2024, an independent third-party evaluation firm conducted a questionnaire-based evaluation of effectiveness for all Directors. The questionnaire covered a wide range of items, including "composition and operation of the Board of Directors," "management and business strategy," "corporate ethics and

risk management," "evaluation and compensation of management," and "relationships with stakeholders," consisting of scoring and written comments on the reasons for those scores.

(ii) Evaluation results (summary)

Based on the average of all questionnaire items scored and the share of positive responses, the effectiveness of the Board of Directors was evaluated positively. In particular, the item regarding "utilization of Outside Directors" received high marks, indicating that proactive opinions and recommendations by Outside Directors — grounded in their specialized perspectives — are invigorating Board discussions. On the other hand, items such as the effectiveness of discussions regarding "human capital strategy" and "responses to DX (digital transformation)," as well as certain aspects of Board operations, received relatively lower evaluations. These were recognized as forward-looking issues for further enhancing the Board's effectiveness.

(iii) Responses based on the evaluation results

In light of the above, while it has been judged that the effectiveness of the Board of Directors is generally ensured, it is necessary to further enhance effectiveness by deepening discussions on the following themes and by improving Board operations so that the Board can focus on agendas warranting more time:

- "Human capital strategy": Clarifying talent requirements for Group management and for executing business strategy, as well as initiatives for talent acquisition, development, and optimal placement;
- "Responses to DX": Aligning on a future vision and formulating plans based on that vision; and
- "Management mindful of performance indicators": Organizing investor perspectives and expectations as well as reviewing and refining activities related to performance indicators and the monitoring and explanation thereof.

■ Supplementary Principle 4-14 (2): **Policy on Training for Directors**

Upon their appointment, the Company provides opportunities for Directors to acquire knowledge related to laws and regulations, corporate governance, and other areas necessary for appropriately fulfilling their roles and responsibilities. In particular, when Outside Directors are newly appointed, the Company creates opportunities to provide the information necessary to promote an understanding of the Group's businesses, management strategy, management issues and other areas. The Company also has created such opportunities as necessary following their appointment.

■ Principle 5-1: **Policy for Constructive Dialogue with Shareholders**

The Company conducts sincere and proactive investor relations ("IR") activities to build relationships

of trust with shareholders, investors, and others, led by the President and CEO, Representative Corporate Executive Officer. Useful opinions and requests obtained from shareholders, investors and other parties through IR activities are regularly provided as feedback mainly to the Board of Directors. The Company has established its IR Policy based on this stance. IR Policy is described in “V. 2. Other Corporate Governance Structures” of this report.

2. Capital Structure

Ratio of shares owned by foreign shareholders	Less than 10%

[Status of Major Shareholders]

Name	Number of shares held	Percentage of ownership (%)
Sony Group Corporation	7,149,358,214	100.00

Existence of controlling shareholders (excluding the parent company)	-

Name of parent company	Sony Group Corporation
Stock exchange on which parent company is listed	Tokyo Stock Exchange

Supplementary Explanation

On August 8, 2025, the Company conducted a stock split at a ratio of 7,149,358,214 shares for 435,100,266 shares of common stock. Sony Group Corporation (SGC), the Company’s parent company, plans to distribute more than 80% of the Company’s shares as dividends in-kind (non-cash dividends) to SGC’s shareholders of record as of September 30, 2025, with October 1, 2025 as the effective date, pursuant to the requirements for tax-qualified partial spin-offs established under the FY2023 tax reform. SGC intends to continue holding the remaining less than 20% of the shares of the Company (the “Spin-off”).

3. Company Type

Planned listing market segment	Prime Market
Fiscal Year End	March
Industry	Insurance
Number of employees (consolidated)	More than 1,000

Sales (consolidated)	More than ¥1 trillion
Number of subsidiaries	10 companies

4.Policy Concerning the Measures to Protect Minority Shareholders in Transactions with the Controlling Shareholder

As stated above, following the Spin-off, Sony Group Corporation will no longer be the Company's controlling shareholder, and therefore the information is omitted.

5. Other Special Issues That May Significantly Influence Corporate Governance

As stated above, following the Spin-off, Sony Group Corporation will no longer be the Company's controlling shareholder; however, it is expected to hold slightly less than 20% of the Company's issued shares of common stock (excluding treasury stock). The trademarks incorporating "Sony," used in part in the trade names of the Company and its Group companies, belong to Sony Group Corporation. With respect to the use of such trademarks, the Company has entered into a license agreement with Sony Group Corporation, and the Sony FG's Group companies use them under sublicenses granted by the Company. Sony Group Corporation and the Company intend to continue the use of the Sony brand by the Company and its Group companies after the Spin-off in order to achieve further medium- to long-term growth as Sony FG.

II. Management Control Structure Pertaining to Management Decision Making, Execution and Supervision and Other Corporate Governance Structure

1. Board Composition and Operations of Organizational Structure

Type of structure	Company with a nominating committee, etc.

[Directors]

Number of members of the Board of Directors stipulated in the Articles of Incorporation	12
Term of members of the Board of Directors stipulated in the Articles of Incorporation	One (1) year
Chairman of the Board of Directors	President
Number of the Directors	8
Election of Outside Directors	Yes
Number of Outside Directors	6
Number of Outside Directors who are appointed as independent directors	6

Relationships with the Company (1)

Name	Attribute	Relationship with the Company (*1)									
		a	b	c	d	e	f	g	h	i	j	k
Shogo Ikeuchi	From another company											
Kazuhiro Yoshizawa	From another company											
Kozo Takaoka	From another company											
Yasuyuki Hayase	From another company											
Miho Niunoya	Attorney											
Sonoko Kajiyama	Certified public accountant											

*1 Choices relating to relationships with the Company

(a) A person who is an executive or employee of the Company or its subsidiary

(b) A person who is an executive, employee or non-executive director of the Company's parent company

(c) A person who is an executive or employee of a subsidiary of the Company's parent company

(d) A person who is an entity or, if that entity is a corporation, etc., its executive or employee for which the Company is a major client

(e) A person who is a major client or if that client is a corporation, etc., its executives or employees

(f) A person who in addition to executive compensation is receiving significant amounts of money or other property from the Company as consultant, accounting specialist or legal specialist

(g) A person who is a major shareholder of the Company (or if that major shareholder is a corporation, etc., its executives or employees)

(h) A person who is an executive or employee of an entity which is a client of the Company (does not fall under d, e and f) (only with respect to the person)

(i) A person who is an executive or employee of a company whose outside director assumes the post on a reciprocal basis with the Company (only with respect to the person)

(j) A person who is an executive or employee of an entity receiving contributions from the Company (only with respect to the person)

(k) Other

Relationships with the Company (2)

Name	Committee membership			Independent Director	Supplementary Information	Reason for appointment
	Nominating Committee	Compensation Committee	Audit Committee			
Shogo Ikeuchi	○	○		○	President and CEO, JIC Capital, Ltd. Outside Director,	He has experience in promoting new business development and overseas expansion at a global company and has served as head of corporate

					AnyMind Group Inc. Director, JSR Corporation	planning and human resources, giving him a high level of insight into management. As he also has no special interest in the Company, he is considered capable of appropriately fulfilling his duties as an Outside Director and independent director.
Kazuhiro Yoshizawa	○	○		○	Corporate Advisor, NTT DOCOMO, INC. Outside Director, PERSOL HOLDINGS CO., LTD. Outside Director, Daiwa House Industry Co., Ltd.	He has many years of business experience at a major telecommunications company, including service as Representative Director and President, giving him a high level of insight into management. As he also has no special interest in the Company, he is considered capable of appropriately fulfilling his duties as an Outside Director and independent director.
Kozo Takaoka				○	Representative Director, K & Co. K.K. Representative Director, KT Digital K.K. Outside Director, CyberAgent, Inc.	He has many years of business experience at a global company, including service as Representative Director, President and CEO, giving him a high level of insight into management. As he also has no special interest in the Company, he is considered capable of appropriately fulfilling his duties as an Outside Director and independent director.
Yasuyuki Hayase			○	○	—	He has many years of business experience at a major financial institution, including service as

						Representative Director and President of its group company, giving him a high level of insight into management. As he also has no special interest in the Company, he is considered capable of appropriately fulfilling his duties as an Outside Director and independent director.
Miho Niunoya			○	○	Senior Partner, Atsumi & Sakai Outside Director, PARK24 CO., LTD.	She has extensive experience and knowledge as a legal professional, and in particular provides appropriate advice on strengthening the supervisory function of the Board of Directors and on diversity and inclusion. As she also has no special interest in the Company, she is considered capable of appropriately fulfilling her duties as an Outside Director and independent director.
Sonoko Kajiyama			○	○	Full-time Outside Audit & Supervisory Board Members, McDonald's Holdings Company (Japan), Ltd. Audit & Supervisory Board Members,	She has considerable expertise in finance and accounting as a certified public accountant, and in addition to her extensive experience as an auditor, she provides appropriate advice based on deep insight cultivated through work in a major auditing firms and the internal audit divisions of global companies. As she also has no special interest in the Company, she is considered capable of

					McDonald's Company (Japan), Ltd. Outside Audit & Supervisory Board Members, ITOCHU ENEX CO., LTD.	appropriately fulfilling her duties as an Outside Director and independent director.

[Committees]

Composition of Each Committee and Attributes of Chairs

	All committees' members	Full-time members	Internal Directors	Outside Directors	Chair-Person
Nominating Committee	3	1	1	2	Outside Director
Compensation Committee	3	1	1	2	Outside Director
Audit Committee	3	1	1	2	Outside Director

[Matters Related to Corporate Executive Officers]

Number of Corporate Executive Officers	10

Status of Concurrent Positions

Name	Representative authority	Serving concurrently holding a representative authority			Serving concurrently as an employee
			Nominating Committee	Compensation Committee	
Toshihide Endo	Yes	Yes	Yes	Yes	No
Sadahiko Hayakawa	No	Yes	No	No	No
Kaoru Takahashi	No	No	No	No	No
Hiroyuki Tsubota	No	No	No	No	No
Keiji Minami	No	No	No	No	No
Koki Ito	No	No	No	No	No
Kazuhiro Yamada	No	No	No	No	No

Takayuki Suzuki	No	No	No	No	No
Osamu Otsubo	No	No	No	No	Yes*
Nahoko Yamashita	No	No	No	No	No

*Also serves concurrently as an Executive Officer of Sony Life Insurance Co., Ltd., a subsidiary of the Company.

[Audit Framework]

Presence of Directors and employees assigned to assist the Audit Committee in its duties	Yes

Matters Related to the Independence of Such Directors and Employees from Corporate Executive Officers

To ensure the effectiveness of audits by the Audit Committee, the Company has established an Audit Committee Secretariat within the Audit Department, which is its internal audit division, and has assigned employees to assist the Audit Committee in its duties. The appointment and performance evaluation of such employees require the approval of the Audit Committee.

Status of Coordination Among the Audit Committee, the Independent Auditor, and the Internal Audit Division

The Audit Department reports directly to the Audit Committee, and in formulating the internal audit plan, it consults with the Audit Committee and obtains its approval. The results of audits conducted by the Audit Department and by the internal audit divisions of subsidiaries are all reported to the Audit Committee through the Audit Department.
The Audit Committee may request that the Audit Department conduct investigations as necessary, and uses the results in its audits. In addition, the Audit Committee and the Audit Department maintain close coordination with the independent auditor and hold regular exchanges of views.
In formulating audit plans and conducting audits, the Audit Committee seeks the attendance of the Executive Officer in charge of the Audit Department and the General Manager of the Audit Department at Audit Committee meetings in order to exchange opinions and information, thereby striving to conduct audits effectively. The Audit Committee and the independent auditor also work to deepen their mutual understanding of audit matter including audit plans and risk awareness, and hold discussions based on explanations received on the status of the independent audit. To ensure audit quality, the Audit Committee confirms that sufficient audit hours are secured before consenting to the determination of the independent auditor’s fees. Furthermore, the Company endeavors to ensure that the independent auditor has access to senior management, including the Representative Corporate Executive Officer, and is able to coordinate with the Audit Department and others by maintaining an appropriate audit environment.
When the Audit Committee receives reports of audit results or related matters from the independent

auditor, the Audit Department also attends in order to facilitate shared understanding. Each of the Audit Committee, the Audit Department, and the independent auditor exchanges views and information with internal control divisions (such as the Accounting Department) as appropriate in the course of their respective audit procedures.

[Independent Directors]

Number of independent directors	Six (6)

Other information regarding independent directors

The Company designates all persons who meet the qualifications for independent director as independent directors.

[Incentive-related Matters]

Status of implementation of incentive programs for Directors and Corporate Executive Officers	Implemented a performance-linked compensation and introduced a stock-type compensation stock options program.

Supplementary explanations

Compensation for Directors consists of a fixed portion and a medium- to long-term incentive portion. Compensation for Corporate Executive Officers consists of a fixed portion, a medium- to long-term incentive portion, and a performance-linked portion. The performance-linked component is designed to meet the expectations and trust of all stakeholders, and to promote the sustainable growth and medium- to long-term enhancement of corporate value across Sony FG. Objective and expert advice from external compensation consultants is referenced, and both quantitative and qualitative indicators—based on Sony FG's consolidated performance—are used after deliberation by the Compensation Committee. Quantitative indicators may vary from 0% to 200% and qualitative indicators from 0% to 150% relative to a 100% baseline. This component generally accounts for around 20-35% of total compensation and is paid annually in cash. The Compensation Committee confirms the calculated amount based on the indicators and determines the individual compensation amounts for each Corporate Executive Officer. The medium- to long-term incentive portion for Directors consists of stock options, while for Corporate Executive Officers it consists of stock options and restricted stock units. These are granted, according to position and responsibilities, for the purpose of increasing motivation to contribute to the enhancement of corporate value of both the Sony Group and Sony FG, thereby improving performance. The specific details of these medium- to long-term incentives are determined by resolution of the Compensation Committee. This component generally accounts for around 20-35% of total compensation.

Eligible persons for stock options	Executive Directors, Outside Directors, Corporate Executive Officers, employees of the Company and Executive Directors and employees of the Company's subsidiaries

Supplementary explanations

The Group grants stock options with the aim of enhancing the motivation of eligible persons to contribute to increasing the Group's corporate value by linking their compensation to the Group's performance, thereby driving further improvement in performance. Outside Directors, however, may not exercise their stock options until the day following the date of their retirement upon expiration of their term of office.

[Matters Related to Compensation for Directors and Corporate Executive Officers]

Disclosure status	Partial disclosure only of individual amounts

Supplementary explanations

In the Annual Securities Report, the total amount of compensation, etc. by officer category (Directors and Corporate Executive Officers), as well as the total amount by type of compensation, etc., are disclosed.
Although the Company does not disclose individual compensation, for executives whose annual compensation, etc. amounts to ¥100 million or more, such information is disclosed in the Annual Securities Report.

Policy on compensation amount or calculation method	Yes

Disclosure of policy on determining compensation amount and its calculation method

The Company has established the policy for deciding executive compensation amounts and their calculation method as outlined below. This information is disclosed in its Annual Securities Report for New Listing Application (Part I).

Policy for Determining the Amount or Calculation Method of Executive Compensation

The Compensation Committee, chaired by an Outside Director, deliberates and determines the individual compensation amounts for Directors and Corporate Executive Officers. The various policies established by resolution of the Compensation Committee are as follows. As a general rule, Directors who do not engage in business execution (excluding Outside Directors) do not receive compensation.

○ Directors

To achieve medium- to long-term enhancement of corporate value, compensation for Directors—whose primary role is to improve transparency and objectivity in management through supervision and oversight of the execution of duties by Corporate Executive Officers (and in the case of Directors who are Audit Committee members, also through auditing the execution of duties by Directors and Corporate Executive Officers)—consists of fixed compensation and medium- to long-term incentive components designed to ensure the effectiveness of their supervisory and oversight functions.

(i) Compensation Structure

The fixed portion of compensation is paid monthly in cash as a fixed amount corresponding to each individual's role. The medium- to long-term incentive portion is granted in the form of stock options (stock acquisition rights) in the Company's shares, for the purpose of providing incentives to prevent the deterioration of Sony FG's corporate value and maintain trust, as well as to promote sustainable growth and both maintain and enhance medium- to long-term corporate value. This incentive is designed to encourage Directors to provide advice based on their own expertise regarding Sony FG's management policies and management improvement. For Outside Directors, the stock acquisition rights may not be exercised until after the day following the date of their resignation upon expiration of their term of office (excluding cases where reappointment is scheduled as of that resignation date).

(ii) Compensation Levels

In order to secure outstanding management talent, an appropriate level of compensation is provided. Specific determinations are made with reference to third-party survey data and other information regarding the compensation of corporate executives.

○ Corporate Executive Officers

The basic policy for determining compensation for Corporate Executive Officers is to ensure that the Company can attract and retain outstanding talent and to provide incentives that promote improvements in both the performance and corporate value of Sony FG as a whole. Compensation consists of a fixed component, a performance-linked component, and a medium- to long term incentive component, with an emphasis on balance among the three.

(i) Compensation Structure

Compensation consists of a fixed component based on position, a performance-linked component based on the Company's consolidated performance and the responsibilities of each officer, and a medium- to long-term incentive component.

-The fixed component is determined according to position and responsibilities and is paid monthly in cash. As officers are promoted, the proportion of fixed compensation decreases while the proportions of performance-linked and medium- to long-term incentive components increase.

-The performance-linked component is designed to meet the expectations and trust of all stakeholders, and to promote the sustainable growth and medium- to long-term enhancement of corporate value across Sony FG. Objective and expert advice from external compensation consultants is referenced, and both quantitative and qualitative indicators—based on Sony FG's consolidated performance—are used after deliberation by the Compensation Committee. Quantitative indicators may vary from 0% to 200% and qualitative indicators from 0% to 150% relative to a 100% baseline. This component generally accounts for around 20-35% of total compensation and is paid annually in cash. The Compensation Committee confirms the calculated amount based on the indicators and determines the individual compensation amounts for each Corporate Executive Officer.
-The medium- to long-term incentive portion consists of stock options (stock acquisition rights) in the Company's shares and restricted stock units (RSUs) in shares of Sony Group Corporation. These are granted, according to position and responsibilities, for the purpose of increasing motivation to contribute to the enhancement of corporate value of both the Sony Group and Sony FG, thereby improving performance. This component generally accounts for around 20-35% of total compensation.
(ii) Compensation Levels
Compensation levels are set at appropriate levels in order to secure highly capable management personnel. In determining specific amounts, third-party compensation benchmarking studies for corporate executives are taken into account.

[Support Structure for Outside Directors]

The Corporate Planning Department serves as the secretariat for the Board of Directors, the Human Resources Department serves as the secretariat for the Nominating Committee and the Compensation Committee, and the Audit Department serves as the secretariat for the Audit Committee, with each providing support such as communicating information to Outside Directors and distributing materials in advance.

[Status of Persons who have retired from Representative Director and President, etc.]

Name of Consultants, Advisors, etc. who have retired from Representative Director and President, etc.

Name	Job title	Business Description	Employment Type and Conditions (Full-time/Part-time, Compensation, etc.)	Date of Resignation of President, etc.	Term of office
-	-	-	-	-	-

Total number of Consultants, Advisors, etc. who have retired from Representative Director and President, etc.	Zero (0)

Others

Not applicable

2. Functions on Execution of Operation, Audits and Supervision, Nomination, Determining Compensation and Other

■ Business execution

Corporate Executive Officers execute the Company's business in accordance with resolutions of the Board of Directors and, for matters delegated by Board resolution, have the authority — following necessary internal procedures — to decide and execute such business themselves.

Executive Officers are employees who are appointed by the President and Representative Corporate Executive Officer to be in charge of executing the Company's business.

■ Board of Directors

The Board of Directors makes decisions on basic management policies, which are legally considered to be the exclusive decision-making authority of the Board of Directors, and supervises the execution of duties by Directors and Corporate Executive Officers. The Board of Directors consists of eight members, including six Outside Directors as of the date of submission of this document, in light of its role as having a supervisory function over management. Meetings of the Board of Directors are chaired by a Director to be determined by the Board of Directors, currently a Director who also serves as the Representative Corporate Executive Officer.

■ Nominating Committee

The Nominating Committee formulates, amends, and abolishes policies, criteria, and rules concerning the election and dismissal of Directors, resolves the content of proposals for the election and dismissal of Directors to be submitted to the General Meeting of Shareholders, and responds to inquiries from the Board of Directors or the President and Corporate Executive Officer by resolving on and advising regarding the election and dismissal of Corporate Executive Officers, and the appointment and dismissal of the President and Corporate Executive Officer. The Nominating Committee consists of three or more members selected from among the Directors, and from the standpoint of independence and neutrality, the majority of the committee members are selected from Outside Directors, and the chairperson is also an outside Director.

■ Compensation Committee

The Compensation Committee makes resolutions on matters related to the policy for the determination of the content of individual compensation for Directors and Corporate Executive Officers. The Compensation Committee consists of three or more members selected from among

the Directors, and from the standpoint of independence and neutrality, the majority of the committee members are selected from Outside Directors, and the chairperson is also an outside Director.

■ Audit Committee

The Audit Committee makes resolutions on matters related to audit policy, audit plans, audit methods, assignment of audit duties, etc., and on the preparation of the audit report. The Audit Committee consists of at least three members selected from among Directors who do not concurrently serve as Corporate Executive Officers, and the majority of the members are selected from Outside Directors.

■ Exemption of executives from liability and liability limitation agreements

Pursuant to Article 426, paragraph (1) of the Companies Act, the Company stipulates in its Articles of Incorporation that Directors and Corporate Executive Officers (including persons who used to be Directors and Corporate Executive Officers) may be exempted from liability for damages resulting from negligence of their duties by a resolution of the Board of Directors to the extent permitted by law. This is intended to create an environment in which Directors and Corporate Executive Officers can fully demonstrate their abilities and fulfill their expected roles in the performance of their duties.

In addition, the Company has entered into agreements with its Directors (excluding those who are Executive Directors, etc.) to limit their liability for damages under Article 423, paragraph (1) of the Companies Act, pursuant to Article 427, paragraph (1) of the same Act and the Company's Articles of Incorporation. The maximum amount of liability for damages under such agreements is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. Such limitation of liability is only recognized if the Director has acted in good faith and without gross negligence in performing the duties that caused the liability.

The Company has entered into a directors and officers liability insurance policy under Article 430-3, paragraph (1) of the Act, whereby such insurance covers damage compensation and litigation costs, etc. arising from corporate lawsuits, shareholder derivative suits, and third party lawsuits incurred by the insured in connection with the execution of their duties for the Company. Provisions were made to ensure that illegal private gain, provision of undue benefits, criminal acts, or willful misconduct by executives are excluded from indemnification coverage, in order to preserve the sound execution of their duties. The Company's Directors, Corporate Executive Officers, and executive officers and also its subsidiaries' Directors, auditors, and executive officers are insured under such directors' and officers' liability insurance policy, and the Company pays all premiums for all of the insured with the consent of all Outside Directors.

■ Audit

The Company has established the Audit Department as its internal audit division. The Audit Department is organized directly under the Audit Committee, separate from other operating lines, and conducts internal audits from an independent and objective standpoint. The Company has

appointed PricewaterhouseCoopers Japan LLC as its independent auditor.

3. Reason for choosing current corporate governance structure

To strengthen the supervisory function of the Board of Directors through the separation of execution and supervision in the holding company structure and to establish an effective governance system, the Company transitioned to a company with a nominating committee, etc. in October 2024. The Board of Directors, consisting primarily of multiple highly independent Outside Directors, utilizes the Nominating, Compensation and Audit Committees to provide effective oversight of management, bolster the effectiveness of governance, and establish a sound and transparent management framework.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Efforts towards Activation of Shareholders' Meeting and Facilitation of Exercising Voting Rights

	Supplementary explanations
Early Delivery of Notice of Convocation for the General Meeting of Shareholders	To provide shareholders with sufficient time to consider the proposals, the earlier dispatch of the Notice of Convocation and publication on the website prior to dispatch will be considered.
Setting the Date for the General Meeting of Shareholders on a Date That Avoids the Day When General Meetings Tend to be Concentrated	This will be considered going forward.
Exercise of Voting Rights via Electronic Means	This will be considered going forward.
Participation in a Platform for the Electronic Exercise of Voting Rights and Other Initiatives to Enhance the Environment for the Exercise of Voting Rights by Institutional Investors	The introduction of the voting service offered by ICJ, Inc.'s Electronic Voting Platform for institutional investors is planned.
Provision of a Convocation Notice (Summary) in English	This will be considered going forward.

2. IR Activities

	Supplementary explanations	Explanations by representatives
Disclosure Policy	The IR Policy is planned to be posted on the Company's website at the time of listing.	
Regular Meetings for Individual Investors	This will be considered going forward.	TBD
Regular Meetings for Analysts and Institutional Investors	After listing, quarterly earnings briefings and Corporate Strategy Meetings are planned to be held on a regular basis.	Yes
Regular Meetings for Overseas Investors	In preparation for listing, briefings have been conducting in Europe, the U.S., and Asia since FY2024 and are planned to continue after listing.	Yes
Uploading IR Materials onto Website	Earnings releases, Annual Securities Report, Annual Report, and other materials are posted on the Company's website. In preparation for listing, it is planned to enhance English disclosure to avoid material gaps with Japanese disclosure.	
IR-related Division	The department in charge of IR is the Finance Department.	

3. Efforts to Adopt a Stakeholder Standpoint

	Supplementary explanations
Provisions within Internal Regulations for Respecting the Standpoint of Stakeholders	The Group plans to establish the Sony Financial Group Code of Conduct to ensure that every officer and employee acts with integrity and ethics to earn the trust of all stakeholders, recognizing the highly public nature of financial services businesses.
Environmental Protection and CSR Activities	The Group undertakes a variety of social contribution and environmental activities, such as volunteer and fundraising activities and the introduction of green power usage systems. Details of the Group's sustainability initiatives are

	provided in the “Annual Securities Report for New Listing Application (Part I).” https://www.sonyfg.co.jp/en/financial_info/annualreport/09SonyFinancialGroup-1s_en.pdf (“2. Sustainability Philosophy and Initiatives” under “2. Overview of Business”)
Formulation of a policy on providing information to stakeholders	Recognizing that shareholders and investors rely on timely and accurate disclosure in making investment decisions, the Sony Financial Group Code of Conduct stipulates that the Group strive for proactive dialogue with shareholders and investors to maintain relationships of trust. The Group has also established the Rules on Timely Disclosure, and discloses material information in a timely and appropriate manner.

IV. Basic Stance on Internal Control System

1. Basic Policy on an Internal Control System and the Status of Establishment

■ Basic Policy on Establishing an Internal Control System

1. Systems to ensure the appropriateness of operations of the corporate group comprising the Company, its subsidiaries, and the Company’s parent company

i) The Company has established its Vision (Our Vision) and Values as the foundation and guidelines for all of the Group’s activities and strives to promote them among Group executives and employees while advancing initiatives to realize them.

ii) The Company oversees Group management and exercises its shareholder rights appropriately for subsidiaries in which it directly holds shares, with the aim of upholding its responsibility to maximize the Group’s corporate value.

iii) As a financial holding company, the Company enters into management control agreements with subsidiaries in which it directly holds shares. It manages subsidiaries pursuant to these agreements by requiring them to comply with Group-wide basic policies, and to report and obtain the Company’s prior approval on matters necessary for ensuring the appropriateness of operations of the Group, including subsidiaries. In this way, the Company responsibly performs its role in building and operating systems for appropriate management across the entire Group.

iv) Based on its Basic Policy on Management of Transactions within the Group, the Company confirms the appropriateness and legal compliance of intra-Group transactions by the Company or its subsidiaries that have the potential to significantly impact Group management before commencement of those transactions.

v) The Company’s internal audit division pays close attention to ensure that subsidiaries have appropriate internal control systems in place, and monitors and verifies the results of internal and third-party audits of subsidiaries.

vi) The Company and its subsidiaries provide management information to the parent company as

necessary and coordinate with the parent company's internal audit division.

2. Systems to ensure that the execution of duties by Corporate Executive Officers and employees complies with laws and regulations and with the Articles of Incorporation

i) The Company has established a Code of Conduct as a basic policy for compliance with laws and regulations, etc., and makes this code clear to the Company's executives, employees and subsidiaries.

ii) The Company has created the Compliance Manual that provides specific compliance guidelines and a compliance program that defines concrete implementation plans.

iii) The Company has established a compliance supervisory division to promote its compliance program. The compliance supervisory division regularly reports to the Board of Directors on the progress of the compliance program.

iv) The Company has formulated the Basic Group Policy on Eradicating Anti-social Forces, takes a firm stance to counter anti-social forces, and maintains the structure necessary to fulfill this policy.

v) The Company has established an internal hotline system and informs its executives, employees and subsidiaries about how to use it. This system allows employees or others who believe that management policies, business activities or other actions contravene (or are in danger of contravening) laws and regulations to report them directly to a hotline desk. The system prohibits any action from being taken against employees or others who provide such notification.

vi) The Company has formulated Group Information Security Policies and established a structure to properly manage Group information assets, including customer information.

vii) The Company has established the Group Conflicts of Interest Management Policy and ensures that the necessary systems are in place to properly manage transactions that have the potential to unjustly harm the interests of customers.

viii) The Company has established an internal audit supervisory division, which is independent from other operating divisions. The internal audit supervisory division, in conjunction with the Audit Committee and the independent auditor, monitors and verifies, from an independent and objective standpoint, the status of the implementation and operation of the internal control system, and reports regularly to the Audit Committee on the status of internal audits.

ix) The Company has formulated the Basic Policy related to the Group's Internal Audits as well as Regulations on Internal Audits, and informs its executives, employees and subsidiaries of these.

3. System for storing and managing information related to the execution of duties by Corporate Executive Officers

The Company has established Record-keeping Regulations and, in accordance with those as well as with laws and regulations, appropriately stores and manages documents pertaining to the

execution of duties by Corporate Executive Officers, such as records of decisions at Board of Directors and Executive Committee meetings.

4. Regulations and other systems related to management of risk of loss

i) The Company has formulated the Fundamental Principles for Risk Management as a basic policy on Group risk management and informs its executives, employees and subsidiaries of these.

ii) The Company has established a risk management supervisory division and to manage risks appropriately for the Company and its subsidiaries, in accordance with each entity's scale, characteristics and business operations. The risk management supervisory division reports regularly to the Board of Directors on the status of risk management.

iii) To ensure sufficient capital commensurate with the risks the Group faces and to allocate capital appropriately, the Company evaluates the capital adequacy of subsidiaries and, where necessary, implements measures to strengthen capital bases.

iv) The Company has established the Basic Policy on Group Business Continuity Risk Management, as well as contingency plans to build a framework enabling prompt response and appropriate risk-mitigation measures in times of crisis of the Group. The Company has made these known to its executives, employees and subsidiaries.

5. Systems to ensure the efficient execution of duties by Corporate Executive Officers

i) The Company has established the Approval Regulations and other internal rules, and created an appropriate structure for the efficient execution of duties.

ii) The Company has establishes the Executive Committee to conduct prior deliberation on the execution of important business.

iii) The Company has established the Business Plan Control Regulations, formulates and manages non-consolidated and consolidated mid-range plans as well as annual business plans, and regularly checks the progress thereof.

6. System to ensure reliability of financial reporting

The Company maintains the necessary system to ensure reliability of financial reports, in accordance with the Basic Policy Regarding the Group Financial Reporting.

7. Items pertaining to employees who are requested to assist the Audit Committee in its duties

If the Audit Committee requests that employees be appointed to assist in its duties, the Company assigns such employees promptly.

8. Matters pertaining to the independence from Corporate Executive Officers of employees assigned to assist the Audit Committee in its duties

i) The prior consent of the Audit Committee is required before the appointment, removal and evaluation of employees assigned to assist the Audit Committee in its duties.

ii) Employees assigned to assist the Audit Committee in its duties must exclusively follow the instructions and directives of the Audit Committee once they are given.

9. Systems for Directors (excluding Directors who are Audit Committee members), Corporate Executive Officers, and employees to report to the Audit Committee, and other systems for reporting to the Audit Committee

i) If Directors (excluding Directors who are Audit Committee members; the same applies hereinafter in item 9), Corporate Executive Officers, or employees are requested by the Audit Committee to report matters related to the execution of business, they must do so without delay.

ii) If Directors, Corporate Executive Officers, or employees discover facts that could significantly affect the operations or financial condition of the Company or its subsidiaries, they must report such facts to an Audit Committee member immediately. No actions may be taken against persons providing such reports, and this prohibition shall be shared among the Company's executives, employees, and subsidiaries.

iii) If Directors, Corporate Executive Officers, or employees receive a notification via the internal hotline system, they must report immediately to the Audit Committee.

10. Other systems to ensure the effectiveness of audits by the Audit Committee

i) The Representative Corporate Executive Officer endeavors to deepen mutual understanding and trust with the Audit Committee and takes the necessary measures to create an environment for audits.

ii) If Audit Committee members request the payment of expenses or discharge of obligations pertaining to requests for counsel or commissions of investigations, appraisals, or other services from attorneys, certified public accountants, or other outside specialists, for the execution of the Audit Committee members' duties, the Company shall bear such expenses or obligations unless it proves that such expenses or obligations were not necessary for the execution of the Audit Committee members' duties.

2. Basic Policy on Eradicating Anti-social Forces

■ Basic Group Policy on Eradicating Anti-social Forces

The Group recognizes the importance of strictly avoiding any association with anti-social elements from the perspectives of social responsibility, compliance and corporate defense. Accordingly, the

Group has formulated this basic policy to enforce its initiatives to shut out anti-social forces.

(1) Organizational response

Rather than at the individual or departmental level, the Group responds to anti-social forces at an all-organizational level, from top management downward, and ensures the safety for all executives and employees who respond.

(2) Cooperation with external organizations

To obtain appropriate counsel and cooperation, the Group collaborates closely on an ongoing basis with outside specialists, including the police, Center for Removal of Criminal Organizations and attorneys.

(3) Refusal of all relationships, including transactions

The Group refuses to have any relationships with anti-social forces, including transactional relationships.

(4) Civil and criminal legal approaches to emergency situations

The Group strictly rejects unfounded demands by anti-social forces. Furthermore, the Group takes both civil and criminal legal approaches, as necessary.

(5) Prohibition on backroom deals and provision of funds

The Group conducts absolutely no backroom deals with nor provides funds to anti-social forces.

■ Structures for Eradicating Anti-social Forces

The Company and its Group companies have established divisions responsible for responding to anti-social forces and have appointed personnel responsible for preventing unjust demands. They also work to gather information on anti-social forces in cooperation with external specialist organizations. In addition, the Company and its Group companies have prepared response manuals and conduct training on an annual basis.

V. Other

1.Introduction of Takeover Defense

Introduction of Takeover Defense	No

Supplementary explanations

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2. Other Corporate Governance Structures

The Company's IR Policy is as follows:

1. Purpose of IR Activities

Sony Financial Group Inc. (the "Company") aims to ensure timely, accurate, and fair disclosure of information pertaining to the business strategies, financial condition, and other elements relevant to the corporate valuation of the Sony Financial Group (which refers to the Company and its subsidiaries in which the Company directly or indirectly holds a majority of voting rights or equity interest; collectively, the "Group") to shareholders, investors, and securities analysts (collectively, "shareholders and investors"). By doing so, the Company endeavors to enhance dialogue while earning trust from, and appropriate evaluation by, shareholders and investors. Moreover, the Company aims to provide the management team with feedback on shareholder and investor requests and evaluations, and leverage such feedback in management processes to enhance corporate value.

2. Basic Approach to IR Activities

In conducting IR activities, the Company adheres to the principles of timeliness, accuracy, fairness, and consistency, while clearly disclosing information necessary for corporate valuation. To earn and maintain trust from shareholders and investors, the Company engages in IR activities proactively and in good faith while ensuring compliance with fair disclosure rules.

3. IR Activity Framework

Led by the President and Representative Corporate Executive Officer, the Company promotes Group-wide IR activities. The Finance Department serves as the dedicated IR body, and is responsible for establishing and maintaining a framework for effective information disclosure and communication. The Finance Department also coordinates closely with internal operating divisions and Group companies to ensure appropriate information sharing.

4. Disclosure of IR Information

(1) Basic Policy

The Company discloses information as required under the Financial Instruments and Exchange Act of Japan through the Electronic Disclosure for Investors' NETwork (EDINET) of the Financial Services Agency of Japan. The Company also discloses information as required under the Securities Listing Regulations through the Timely Disclosure network (TDnet) of the Tokyo Stock Exchange. As a general rule, the Company also posts these disclosures on its own website. These postings shall be conducted via an external vendor's automated posting system after the Company has submitted disclosure materials through EDINET and TDnet.

In addition to the above disclosures, the Company proactively discloses information that is likely to be of interest to shareholders and investors or that contributes to a better understanding of the Group. In doing so, the Company pays close attention to the continuity and consistency of the information it provides.

(2) Disclosure Framework

To ensure timely, accurate, and fair disclosure, the Company has established the Rules and Regulations Related to Timely Disclosure and established the Disclosure Committee.

In the event of an important matter arising, executives and employees of the Company, as well as the persons responsible for handling material disclosure information at its subsidiaries, are required to promptly report the matter to the Disclosure Committee.

Furthermore, material corporate information that the Company must disclose is set forth in the Sony Financial Group Guidelines for Reporting Important Information. These guidelines are made known to the Company's executives and employees, as well as the persons responsible for handling material disclosure information at its subsidiaries.

(Reference)

Roles of the Disclosure Committee

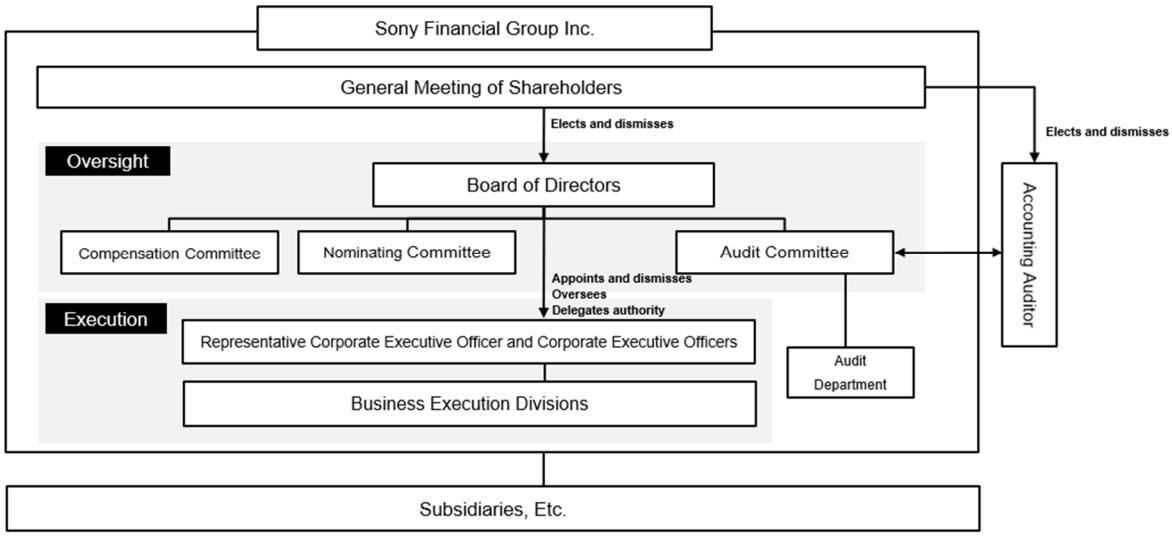
(1) To assist the President and Representative Corporate Executive Officer, and the Corporate Executive Officer and CFO, with the design, implementation, evaluation, and maintenance of the timely disclosure framework

(2) To compile important matters related to the Group companies swiftly and comprehensively, and provide appropriate advice to the President and Representative Corporate Executive Officer, and the Corporate Executive Officer and CFO, in their judgment as to whether timely disclosure is required and whether the disclosure content is appropriate under applicable disclosure laws and regulations

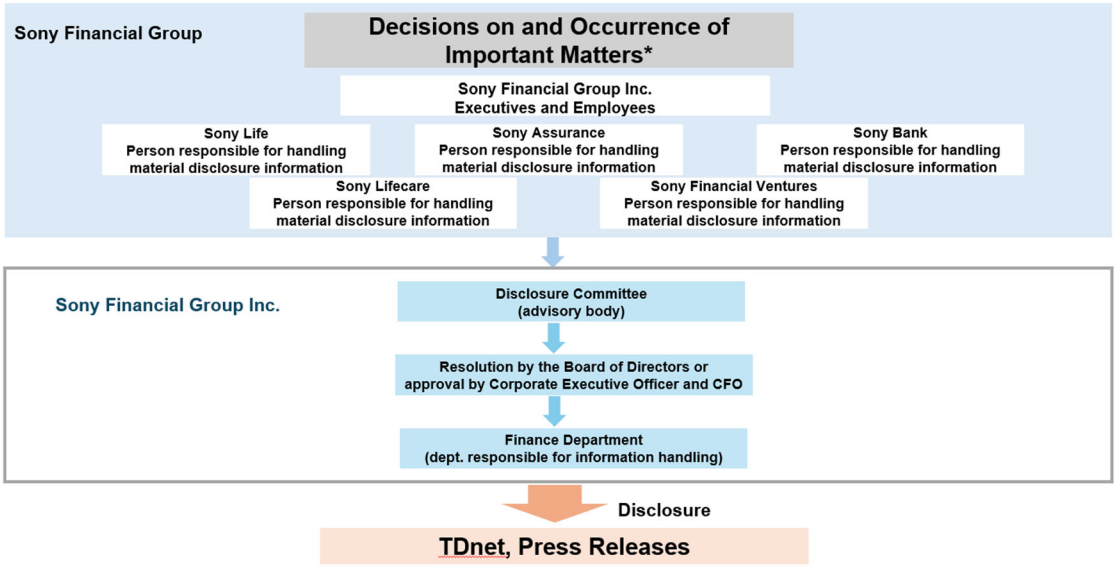
. Quiet Period for IR Activities

To ensure fair disclosure of information and prevent the leakage of material information related to the Group's business results prior to earnings announcements, the Company designates the three-week period prior to each quarterly earnings announcement as a "quiet period." During this period, the Company refrains from responding to inquiries related to financial results and, in principle, also refrains from holding individual meetings or corporate presentations.

[Overview of Internal Control]



[Overview of Timely Disclosure Framework]



End

Reference: Directors' Experience and Areas of Specialization

Directors		Job title	Experience and Areas of Specialization in Which the Company has Particularly High Expectations*						
			Management	Financial Services	Finance / Accounting	Legal / Compliance / Risk Management	IT / Digital	Sustainability	Global
Toshihide Endo		Director President and CEO, Representative Corporate Executive Officer	●	●	●	●		●	●
Sadahiko Hayakawa		Director Corporate Executive Officer and CFO	●	●	●	●		●	●
Shogo Ikeuchi		Outside Director	●	●			●	●	●
Kazuhiro Yoshizawa		Outside Director	●		●		●	●	
Kozo Takaoka		Outside Director	●				●	●	●
Yasuyuki Hayase		Outside Director	●	●	●	●			
Miho Niunoya		Outside Director			●	●		●	
Sonoko Kajiyama		Outside Director			●	●			●

*These are the areas in which the Company particularly expects contributions from the Directors concerned and do not represent the entirety of their experience and expertise.