

SONY GROUP CORPORATION

Notice of the Ordinary General Meeting of Shareholders to be held on June 25, 2024

To the shareholders of Sony Group Corporation (the “Corporation”):

You are cordially invited to attend the 107th Ordinary General Meeting of Shareholders of the Corporation to be held in the International Convention Center PAMIR of Grand Prince Hotel New Takanawa, 13-1, Takanawa 3-chome, Minato-ku, Tokyo, Japan on Tuesday, June 25, 2024 at 10 o'clock in the morning (the “Meeting”) for the following purposes:

MATTERS TO BE REPORTED:

To receive reports on the business report, non-consolidated financial statements, consolidated financial statements, as well as audit reports on the consolidated financial statements by the Independent Auditors (certified public accountants) and the Audit Committee for the fiscal year ended March 31, 2024 (from April 1, 2023 to March 31, 2024) pursuant to the Companies Act of Japan.

PROPOSALS TO BE ACTED UPON:

To elect 10 Directors.

EXPLANATION REGARDING THE SUBJECT MATTER OF THE MEETING

MATTERS TO BE REPORTED:

To receive reports on the business report, non-consolidated financial statements, consolidated financial statements, as well as audit reports on the consolidated financial statements by the Independent Auditors (certified public accountants) and the Audit Committee for the fiscal year ended March 31, 2024 (from April 1, 2023 to March 31, 2024).

Note: The Consolidated Financial Statements pursuant to the Companies Act of Japan (English Translation) are available on the Sony Investor Relations website.

This document can be accessed at:

https://www.sony.com/en/SonyInfo/IR/stock/shareholders_meeting/Meeting107/

PROPOSALS TO BE ACTED UPON:

To elect 10 Directors.

The term of office of all 10 Directors currently in office will expire at the conclusion of the Meeting. In accordance with the decision of the Nominating Committee, the election of the following 10 Directors is proposed.

Policy and procedures for the selection of director candidates

With a view toward securing effective input and oversight by the Board of Directors of the Corporation (the “Board”), the Nominating Committee reviews and selects candidates for the Board with the aim of assuring that a substantial part of the Board is comprised of qualified outside Directors that satisfy the independence requirements established by the Charter of the Board of the Directors (the “Board Charter”) and applicable laws.

The Nominating Committee selects candidates that it views as well-suited to be Directors in light of the Board’s purpose of enhancing the corporate value of the Corporation and its consolidated subsidiaries (collectively, the “Sony Group” or “Sony”). The Nominating Committee broadly considers various relevant factors, including a candidate’s capabilities (such as the candidate’s work and other experiences, achievements, expertise and international fluency), availability, and independence, as well as diversity, including gender and internationality, in the boardroom, the appropriate size of the Board, and the knowledge, experiences and talent needed for the role.

Under the Board Charter, the Corporation also requires that the Board consist of not fewer than eight (8) Directors and not more than fourteen (14) Directors. In addition, since 2005, the majority of the members of the Board have been outside Directors.

Director qualifications

The qualifications for Directors of the Corporation under the Board Charter are generally as summarized below. All Director candidates satisfy the qualifications for Directors as set forth below.

Of the 10 Director candidates, 8 are candidates for outside Director. As of the date of this proposal, each of the 8 candidates for outside Director satisfies the additional qualifications for outside Directors, and the Corporation has made a filing with the Tokyo Stock Exchange, where the shares of the Corporation are listed, indicating that each of them will be an independent Director under the Securities Listing Regulations of the Tokyo Stock Exchange.

All Directors Qualifications:

- (1) Shall not be a director, a statutory auditor, a corporate executive officer, a general manager or other employee of any company in competition with the Sony Group in any of the Sony Group's principal businesses (hereinafter referred to as "Competing Company") or own three percent (3%) or more of the shares of any Competing Company.
 - (2) Shall not be or have been a representative partner or partner of any independent auditor of the Sony Group during the three (3) years before being nominated as a Director.
 - (3) Shall not have any connection with any matter that may cause a material conflict of interest in performing the duties of a Director.
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Outside Directors Qualifications:

- (1) Shall not have received directly from the Sony Group, during any consecutive twelve-month (12 month) period within the last three (3) years, more than an amount equivalent to one hundred twenty thousand United States dollars (US\$120,000), other than Director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).
 - (2) Shall not be an executive director, a corporate executive officer, a general manager or other employee of any company whose aggregate amount of transactions with the Sony Group, in any of the last three (3) fiscal years, exceeds the greater of an amount equivalent to one million United States dollars (US\$1,000,000), or two percent (2%) of the annual consolidated sales of such company.
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Also, each outside Director may, by resolution of the Nominating Committee, be nominated as a Director candidate for re-election up to five (5) times, and thereafter by resolution of the Nominating Committee and by consent of all of the Directors. Even with the consent of all of the Directors, in no event may any outside Director be re-elected more than eight (8) times.

The candidates for Director are as follows:

Name	Record of attendance at the Board of Directors Meetings	Expected Appointment of Director Candidates *1	Experience and Expertise, etc.						
			CEO or Equivalent Position of Business Enterprise	Global Business	Diversity (Gender/ Nationality)	Engineering/IT/ Technology	Sony Group Business Segments/ Relevant Industry	Finance/ Accounting	Risk Management/ Government Relations
1. Kenichiro Yoshida Reappointment Executive Director	100% (7/7)		●	●		●	●*3	●	●
2. Hiroki Totoki Reappointment Executive Director	100% (7/7)		●	●		●	●*3	●	●
3. Yoshihiko Hatanaka Reappointment Candidate for outside Director	100% (7/7)	Chair of the Board Chair of the Nominating Committee	●	●			● (Health Care)	●	●
4. Wendy Becker Reappointment Candidate for outside Director	100% (7/7)	Vice Chair of the Board Chair of the Compensation Committee Member of the Nominating Committee	●	●	●		● (Telecommunication Service/ Consumer Goods)		●
5. Sakie Akiyama Reappointment Candidate for outside Director	100% (7/7)	Member of the Compensation Committee	●	●	●	●	● (IT/Device)		
6. Keiko Kishigami Reappointment Candidate for outside Director	100% (7/7)	Member of the Audit Committee		●	●			●	●
7. Joseph A. Kraft Jr. Reappointment Candidate for outside Director	100% (7/7)	Chair of the Audit Committee Member of the Nominating Committee Director in charge of Information Security		●	●		● (Financials)	●	●
8. Neil Hunt Reappointment Candidate for outside Director	100% (6/6) *2	Director in charge of Information Security		●	●	●	● (Entertainment/IT/Software)		●
9. William Morrow Reappointment Candidate for outside Director	100% (6/6) *2	Member of the Compensation Committee	●	●	●	●	● (Telecommunication Service/Entertainment)	●	●
10. Shingo Konomoto New Candidate Candidate for outside Director	—	Member of the Audit Committee	●	●		●	● (IT)	●	●

Notes:

- The expected appointment of each candidate for Director will be determined at the meeting of the Board to be held after this Meeting. Mr. Yoshihiko Hatanaka is expected to be the Chair of the Board and Ms. Wendy Becker is expected to be the Vice Chair of the Board.
- Since Dr. Neil Hunt and Mr. William Morrow were newly elected at the Ordinary General Meeting of Shareholders held on June 20, 2023, the number of Board meetings they were eligible to attend is different from other directors.

3. Executive Director candidates Mr. Kenichiro Yoshida and Mr. Hiroki Totoki have comprehensive knowledge of each business within the Sony Group and play important role in developing and executing the overall management strategies of the Sony Group.
4. The Corporation has concluded agreements limiting the liability for 7 of the Director candidates, each of whom is currently an outside Director. If Mr. Shingo Konomoto, a new candidate for an outside Director, is elected, the Corporation plans to conclude such an agreement with him. For an outline of the liability limitation agreements, please refer to “*Outline of Liability Limitation Agreement*” on page 14.
5. The Corporation has a directors and officers liability insurance policy covering all Directors and officers as insured parties. Candidates and newly appointed Directors and officers during the policy period are also included as insured parties. For an outline of the directors and officers liability insurance policy, please refer to “*Outline of the Terms of Directors and Officers Liability Insurance Policy*” on page 14. The Corporation also plans to renew this insurance policy with the same conditions at the time of the next renewal.

(For Reference) Reasons for Specification of the Experience and Expertise, etc. Required of Directors of the Corporation:

Experience and Expertise, etc.	Reason for Specification
CEO or Equivalent Position of Business Enterprise	As the Board is required to comprehensively oversee the management of the Sony Group, the Corporation believes that experience and knowledge in corporate leadership as a top executive are important, and therefore specified this criterion.
Global Business	As the Sony Group has developed all its businesses globally and has headquartered half of its six main business segments in the U.S., the Corporation believes that management experience and insight developed in companies with global operations are important, and therefore specified this criterion.
Diversity (Gender/Nationality)	As the Sony Group operates diverse businesses, the Corporation believes that it is important to appoint Directors with various backgrounds, including gender and nationality, to oversee the management from multiple perspectives, and therefore specified this criterion.
Engineering/IT/Technology	As the Corporation brands itself “A Creative Entertainment Company with a Solid Foundation of Technology,” the Corporation believes that experience and knowledge in technological research and development, as well as in the development of products and services using IT/digital technologies, are important, and therefore specified this criterion.
Sony Group Business Segment/Relevant Industry	As the Board is required to evaluate the restructuring of the Corporation’s business portfolio, as well as supervise the Sony Group’s six main businesses segments, the Corporation believes that experience and knowledge related to its businesses or its relevant industries are important, and therefore specified this criterion.
Finance/Accounting	As the Board is required to supervise the Sony Group’s financial strategies and accounting practices effectively, the Corporation believes that experience and knowledge in finance and accounting are important, and therefore specified this criterion.
Risk Management/Government Relations	As the Board is required to oversee responses to major changes in the environment surrounding the Sony Group including geopolitical risks, information security, and the rise of new technologies such as AI, global environmental challenges and social division, the Corporation believes that experience and knowledge in risk evaluation and management, and experience and knowledge in government agencies/NGOs/specialized institutions are important, and therefore specified this criterion.

1. Kenichiro Yoshida

Reappointment

Executive Director



Current Responsibility as a Director	—
Date of Birth	October 20, 1959
Number of Years Served as a Director	10 years
Record of attendance at the Board of Directors Meetings	100% (7/7)
Number of the Corporation's Shares Held	364,600 shares

Brief Personal History and Principal Business Activities Outside the Corporation

April 1983	Joined the Corporation
July 2000	Joined Sony Communication Network Corporation (currently Sony Network Communications Inc.)
September 2000	Outside Director, So-net M3, Inc. (currently M3, Inc.) (present)
May 2001	Senior Vice President, Sony Communication Network Corporation
April 2005	President and Representative Director, Sony Communication Network Corporation
December 2013	Executive Vice President, Chief Strategy Officer and Deputy Chief Financial Officer, Corporate Executive Officer, the Corporation
April 2014	Executive Vice President and Chief Financial Officer, Representative Corporate Executive Officer, the Corporation
June 2014	Director, the Corporation (present)
April 2015	Executive Deputy President and Chief Financial Officer, Representative Corporate Executive Officer, the Corporation
April 2018	President and Chief Executive Officer, Representative Corporate Executive Officer, the Corporation
June 2020	Chairman, President and Chief Executive Officer, Representative Corporate Executive Officer, the Corporation
April 2023	Chairman and Chief Executive Officer, Representative Corporate Executive Officer, the Corporation (present)

Reasons for the Nomination

As the Chief Executive Officer of the Sony Group, this candidate is responsible for the overall management of the entire Group, and he is nominated to be a candidate for Director by resolution of the Nominating Committee.

2. Hiroki Totoki

Reappointment

Executive Director



Current Responsibility as a Director	—
Date of Birth	July 17, 1964
Number of Years Served as a Director	5 years
Record of attendance at the Board of Directors Meetings	100% (7/7)
Number of the Corporation's Shares Held	116,600 shares

Brief Personal History and Principal Business Activities Outside the Corporation

April 1987	Joined the Corporation
February 2002	Representative Director, Sony Bank Incorporated
June 2005	Director, Corporate Executive Officer and Senior Managing Director, Sony Communication Network Corporation (currently Sony Network Communications Inc.)
April 2012	Representative Director, Corporate Executive Officer and Senior Managing Director, So-net Entertainment Corporation (currently Sony Network Communications Inc.)
April 2013	Representative Director, Corporate Executive Officer, Deputy President and Chief Financial Officer, So-net Entertainment Corporation
December 2013	Senior Vice President, Corporate Executive, the Corporation
November 2014	President and Chief Executive Officer, Sony Mobile Communications Inc.
June 2015	Director, Chairman, So-net Corporation (currently Sony Network Communications Inc.)
April 2016	Executive Vice President, Corporate Executive Officer, the Corporation In charge of New Business Platform (Strategy) President and Representative Director, So-net Corporation
June 2017	Executive Vice President, Chief Strategy Officer, Corporate Executive Officer, the Corporation In charge of Mid-to Long-Term Business Strategy, New Business
April 2018	Executive Vice President, Chief Financial Officer, Representative Corporate Executive Officer, the Corporation
June 2018	Senior Executive Vice President, Chief Financial Officer, Representative Corporate Executive Officer, the Corporation Outside Director, Recruit Holdings Co., Ltd. (present)
June 2019	Director, the Corporation (present)
June 2020	Executive Deputy President, Chief Financial Officer, Representative Corporate Executive Officer, the Corporation
April 2023	President, Chief Operating Officer and Chief Financial Officer, Representative Corporate Executive Officer, the Corporation (present)
April 2024	Interim Corporate Executive Officer, Sony Interactive Entertainment
June 2024	Chairman, Sony Interactive Entertainment (present)

Reasons for the Nomination

This candidate is responsible for the overall management of the entire Group jointly with the CEO as the Chief Operating Officer, and responsible for the headquarters functions of Corporate Planning and Control, Corporate Strategy, Accounting, Tax, Finance, Investor Relations, Disclosure Controls, Risk Control, Internal Audit and SOX 404 management, as well as for DX Platform, Creative Platform and the Game & Network Services business, and he is nominated to be a candidate for Director by resolution of the Nominating Committee.

3. Yoshihiko Hatanaka

Reappointment

Candidate for outside Director



Current Responsibility as a Director	Chair of the Board Chair of the Nominating Committee
Date of Birth	April 20, 1957
Number of Years Served as a Director	5 years
Record of attendance at the Board of Directors Meetings	100% (7/7)
Number of the Corporation's Shares Held	4,900 shares

Brief Personal History and Principal Business Activities Outside the Corporation

April 1980	Joined Fujisawa Pharmaceutical Co., Ltd. (currently Astellas Pharma Inc.)
June 2005	Corporate Executive, Vice President, Corporate Planning, Corporate Strategy, Astellas Pharma Inc.
April 2006	Corporate Executive of Astellas Pharma Inc. and President & CEO, Astellas US LLC and President & CEO, Astellas Pharma US, Inc.
June 2008	Senior Corporate Executive of Astellas Pharma Inc. and President & CEO, Astellas US LLC and President & CEO, Astellas Pharma US, Inc.
April 2009	Senior Corporate Executive, Chief Strategy Officer and Chief Financial Officer, Astellas Pharma Inc.
June 2011	Representative Director, President & CEO, Astellas Pharma Inc.
April 2018	Representative Director, Chairman of the Board, Astellas Pharma Inc.
June 2019	Director, the Corporation (present)
March 2023	Outside Director, Shiseido Company, Limited (present)
June 2023	Outside Director, SEKISUI CHEMICAL CO., LTD. (present)

Reasons for the Nomination as Outside Director and Outline of Expected Roles

This candidate provides appropriate and valuable advice to the Corporation's management based on his experience in, and insight into, global corporate management from his career in the United States and Europe, and in leading company integration as a corporate planning officer. As a Chair of the Board and a Chair of the Nominating Committee, he manages the proceedings, leads discussions at meetings of the Board of Directors and the Nominating Committee, and provides appropriate and valuable advice and suggestions in an objective and professional manner from a broad perspective. Accordingly, the Nominating Committee has nominated him as a candidate for outside Director as he is expected to contribute to the Board of Directors' decision-making function and oversight function.

4. Wendy Becker

Reappointment

Candidate for outside Director



Current Responsibility as a Director	Chair of the Compensation Committee Member of the Nominating Committee
Date of Birth	November 2, 1965
Number of Years Served as a Director	5 years
Record of attendance at the Board of Directors Meetings	100% (7/7)
Number of the Corporation's Shares Held	4,900 shares

Brief Personal History and Principal Business Activities Outside the Corporation

September 1987	Brand Manager, Procter & Gamble Company
September 1993	Consultant, McKinsey & Company, Inc.
December 1998	Partner, McKinsey & Company, Inc.
February 2008	Managing Director, Residential, TalkTalk, The Carphone Warehouse Ltd. Board member, Member of Remuneration Committee, Whitbread plc
September 2009	Chief Marketing Officer, Vodafone Group plc
September 2012	Chief Operating Officer, Jack Wills Ltd.
October 2013	CEO, Jack Wills Ltd.
February 2017	Board member, Chair of Remuneration Committee, Great Portland Estates plc
September 2017	Board member, Logitech International S.A.
June 2019	Director, the Corporation (present)
September 2019	Non-Executive Director, Chairperson of the Board, Chair of Nominating Committee, Logitech International S.A. (present)
June 2021	Senior Independent Director, Chair of Remuneration Committee, Oxford Nanopore Technologies plc (present) (scheduled to resign on June 10, 2024)
October 2023	Independent Non-Executive Director, GSK plc
May 2024	Independent Non-Executive Director, Chair of Remuneration Committee, GSK plc (present)

Reasons for the Nomination as Outside Director and Outline of Expected Roles

This candidate provides appropriate and valuable advice to the Corporation's management based on her capabilities in global corporate management, which she has developed through her broad career in the consulting industry in North America and Europe, and experience as an executive of various companies, including telecommunications and technology companies. In addition, as a Chair of the Compensation Committee and a member of the Nominating Committee, she provides appropriate and valuable advice and suggestions in an objective and professional manner from a broad perspective. Accordingly, the Nominating Committee has nominated her as a candidate for outside Director as she is expected to contribute to the Board of Directors' decision-making function and oversight function.

5. Sakie Akiyama

Reappointment

Candidate for outside Director



Current Responsibility as a Director	Member of the Compensation Committee
Date of Birth	December 1, 1962
Number of Years Served as a Director	5 years
Record of attendance at the Board of Directors Meetings	100% (7/7)
Number of the Corporation's Shares Held	4,900 shares

Brief Personal History and Principal Business Activities Outside the Corporation

April 1987	Joined Arthur Andersen & Co.
April 1994	Founder and CEO, Saki Corporation
October 2018	Founder, Saki Corporation (present)
June 2019	Director, the Corporation (present)
	Outside Director, Japan Post Holdings Co., Ltd. (present) (scheduled to resign on June 19, 2024)
	Outside Director, Orix Corporation (present)
June 2020	Outside Director, Mitsubishi Corporation (present)

Reasons for the Nomination as Outside Director and Outline of Expected Roles

This candidate provides appropriate and valuable advice to the Corporation's management based on her launch and development of an industrial robotic inspection company after working as an international business consultant, as well as her experience serving as a member of government committees/working groups. In addition, as a member of the Compensation Committee, she provides appropriate and valuable advice and suggestions in an objective and professional manner from a broad perspective. Accordingly, the Nominating Committee has nominated her as a candidate for outside Director as she is expected to contribute to the Board of Directors' decision-making function and oversight function.

6. Keiko Kishigami

Reappointment

Candidate for outside Director



Current Responsibility as a Director	Member of the Audit Committee
Date of Birth	January 28, 1957
Number of Years Served as a Director	4 years
Record of attendance at the Board of Directors Meetings	100% (7/7)
Number of the Corporation's Shares Held	4,000 shares

Brief Personal History and Principal Business Activities Outside the Corporation

October 1985	Joined Peat Marwick Minato (currently Ernst & Young ShinNihon LLC)
August 1989	Registered as Certified Public Accountant (present)
December 1997	Partner, Century Audit Corporation (currently Ernst & Young ShinNihon LLC)
May 2004	Representative Partner (Senior Partner), Ernst & Young ShinNihon (currently Ernst & Young ShinNihon LLC)
September 2018	Board Member, WWF Japan (present)
June 2019	Outside Auditor, Okamura Corporation (present)
June 2020	Director, the Corporation (present)
June 2021	Outside Director, Sumitomo Seika Chemicals Company, Limited (present)
March 2023	Outside Auditor, DIC Corporation (present)

Reasons for the Nomination as Outside Director and Outline of Expected Roles

This candidate provides appropriate and valuable advice to the Corporation's management based on her auditing experience across various companies in Japan and overseas as a certified public accountant and expertise on internal controls, as well as her knowledge regarding ESG. In addition, on the Audit Committee, she provides appropriate and valuable advice and suggestions based on her expertise and experience as a financial expert. Accordingly, the Nominating Committee has nominated her as a candidate for outside Director as she is expected to contribute to the Board of Directors' decision-making function and oversight function.

7. Joseph A. Kraft Jr.

Reappointment

Candidate for outside Director



Current Responsibility as a Director	Member of the Audit Committee Director in charge of Information Security
Date of Birth	May 12, 1964
Number of Years Served as a Director	4 years
Record of attendance at the Board of Directors Meetings	100% (7/7)
Number of the Corporation's Shares Held	4,000 shares

Brief Personal History and Principal Business Activities Outside the Corporation

July 1986	Joined Morgan Stanley Inc.
January 2000	Managing Director, Morgan Stanley Inc.
April 2007	Managing Director, Head of Capital Markets Division, Dresdner Kleinwort Japan
March 2010	Deputy Branch Manager & Managing Director, Bank of America Merrill Lynch Japan
July 2015	CEO, Rorschach Advisory Inc. (present)
June 2020	Director, the Corporation (present)

Reasons for the Nomination as Outside Director and Outline of Expected Roles

This candidate provides appropriate and valuable advice to the Corporation's management based on his insight into, and knowledge of, the global financial industry and capital markets based on his many years of experience and broad network spanning diverse industries. In addition, as a member of the Audit Committee and a Director in charge of Information Security, he provides appropriate and valuable advice and suggestions in an objective and professional manner from a broad perspective. Accordingly, the Nominating Committee has nominated him as a candidate for outside Director as he is expected to contribute to the Board of Directors' decision-making function and oversight function.

8. Neil Hunt

Reappointment

Candidate for outside Director



Current Responsibility as a Director	Director in charge of Information Security
Date of Birth	January 12, 1962
Number of Years Served as a Director	1 year
Record of attendance at the Board of Directors Meetings	100% (6/6)
Number of the Corporation's Shares Held	1,000 shares

Brief Personal History and Principal Business Activities Outside the Corporation

June 1989	Founder, CTO, Iconicon
October 1991	Director of Engineering, Pure Atria, Inc.
December 1999	Chief Product Officer, Netflix, Inc.
September 2010	Board member, Member of Compensation Committee, Logitech, Inc.
June 2017	Board member, Member of Compensation Committee, Roku, Inc. (present)
January 2020	Founder and Chief Product Officer, Vibrant Planet, PBC (present)
June 2023	Director, the Corporation (present)

Reasons for the Nomination as Outside Director and Outline of Expected Roles

This candidate provides appropriate and valuable advice to the Corporation's management based on his experience leading the technology business at global companies and start-ups, including a global streaming service, and has expertise in technologies, including network services, streaming and cyber security, and knowledge and experience in the entertainment industry. In addition, as a Director in charge of Information Security, he provides appropriate and valuable advice and suggestions in an objective and professional manner from a broad perspective. Accordingly, the Nominating Committee has nominated him as a candidate for outside Director as he is expected to contribute to the Board of Directors' decision-making function and oversight function.

9. William Morrow

Reappointment

Candidate for outside Director



Current Responsibility as a Director	Member of the Compensation Committee
Date of Birth	July 2, 1959
Number of Years Served as a Director	1 year
Record of attendance at the Board of Directors Meetings	100% (6/6)
Number of the Corporation's Shares Held	1,000 shares

Brief Personal History and Principal Business Activities Outside the Corporation

September 1980	Director, Pacific Bell Inc.
November 2001	President, Japan Telecom Holdings Co. Ltd
February 2004	CEO, Vodafone UK Limited
April 2005	President, VODAFONE K.K. Limited
May 2006	CEO Europe, Vodafone Limited
August 2006	President & CEO, Pacific Gas and Electric Company.
June 2008	Outside Director, Broadcom Inc.
March 2009	CEO, Clearwire Incorporated
March 2012	CEO, Vodafone Hutchison Australia
April 2014	CEO, NBN Co, Limited
December 2018	Outside Director, IkeGPS Group Limited
February 2021	CEO, DirecTV Entertainment Holdings LLC (present)
June 2023	Director, the Corporation (present)

Reasons for the Nomination as Outside Director and Outline of Expected Roles

This candidate provides appropriate and valuable advice to the Corporation's management based on his practical and diverse capabilities in global and Japanese corporate management, which he has developed through his broad career in various companies including in the telecommunications and entertainment industries. In addition, as a member of the Compensation Committee, he provides appropriate and valuable advice and suggestions in an objective and professional manner from a broad perspective. Accordingly, the Nominating Committee has nominated him as a candidate for outside Director as he is expected to contribute to the Board of Directors' decision-making function and oversight function.

10. Shingo Konomoto

New Candidate

Candidate for outside Director



Current Responsibility as a Director	—
Date of Birth	February 11, 1960
Number of Years Served as a Director	—
Record of attendance at the Board of Directors Meetings	—
Number of the Corporation's Shares Held	— shares

Brief Personal History and Principal Business Activities Outside the Corporation

April 1985	Joined Nomura Research Institute, Ltd.
April 2004	Senior Managing Director, Division Manager of Consulting Division III, Nomura Research Institute, Ltd.
April 2010	Senior Corporate Managing Director, Division Manager of Consulting Division, Nomura Research Institute, Ltd.
April 2015	Senior Executive Managing Director, Supervising of Business Divisions, Head of Consulting, Nomura Research Institute, Ltd.
June 2015	Senior Executive Managing Director, Member of the Board, Representative Director, Supervising of Business Divisions, Head of Consulting, Nomura Research Institute, Ltd.
April 2016	President & CEO, Member of the Board, Representative Director, Nomura Research Institute, Ltd.
June 2019	Chairman and President & CEO, Member of the Board, Representative Director, Nomura Research Institute, Ltd.
April 2024	Chairman, Member of the Board, Representative Director, Nomura Research Institute, Ltd. (present) *

Reasons for the Nomination as Outside Director and Outline of Expected Roles

This candidate has extensive experience gained from a managing an IT/Consulting company and broad insights from the consulting business. Accordingly, the Nominating Committee has nominated him as a candidate for outside Director as he is expected to contribute to the Board of Directors' decision-making function and oversight function.

* Mr. Shingo Konomoto, who is currently Chairman, Member of the Board and Representative Director at Nomura Research Institute, Ltd. will be elected Chairman, Member of the Board of Nomura Research Institute, Ltd. without having any representative rights and the authority for business execution, following a resolution of the Ordinary General Meeting of Shareholders and the Board of Directors of Nomura Research Institute, Ltd., which is scheduled to be held on June 21, 2024.

[For Reference]

Outline of Liability Limitation Agreement

Pursuant to the Articles of Incorporation, the Corporation has entered into a liability limitation agreement with all outside Directors. A summary of such liability limitation agreement is as follows:

- (1) In a case where an outside Director is liable to the Corporation after the execution of the liability limitation agreement for damages pursuant to Article 423, Paragraph 1 of the Companies Act, such liabilities shall be limited to the greater of either 30 million yen or an amount equal to the aggregate sum of the amounts prescribed in each item of Article 425, Paragraph 1 of the Companies Act, only where the outside Director acted in good faith without any gross negligence in performing his/her duties as a Director of the Corporation.
- (2) In a case where an outside Director is reelected as an outside Director of the Corporation and reassumes his/her office as such on the expiration of the term of his/her office as an outside Director of the Corporation, the liability limitation agreement shall continue to be effective after the reelection and re-assumption without any action or formality.

Outline of the Terms of Directors and Officers Liability Insurance Policy

The Corporation has, at its expense in respect of insurance premiums, entered into a directors and officers liability insurance policy for all Directors, Corporate Executive Officers, corporate auditors, and persons in equivalent positions (the "Executives") of itself and its subsidiaries over which the Corporation has a direct or indirect ownership more than 50%. The outline of the terms of such liability insurance policy is as follows:

- (1) The insurance policy covers compensation for damages, litigation costs (including attorney's fees) and other costs that may be incurred by the Executives as a result of assuming responsibility for the execution of their duties or receiving claims related to such responsibility.
- (2) As a measure to ensure the appropriateness of the execution of duties by the Executives, there are certain exemptions, such as in the case of an act committed by the Executives with the knowledge that it constitutes a violation of laws or regulations.

Amounts of remuneration for Directors and Corporate Executive Officers

	Fixed remuneration		Remuneration linked to business results		Stock acquisition rights (*6)		Restricted stock (*9)		Phantom restricted stock plan(*10)	
	Number of persons	Amount	Number of persons	Amount	Number of persons	Amount	Number of persons	Amount	Number of persons	Amount
		(Yen in millions)		(Yen in millions)		(Yen in millions)		(Yen in millions)		(Yen in millions)
Directors (*2) (Outside Directors)	10 (*3) (9)	205 (198)	- (-)	- (*4) (-)	- (-)	- (*7) (-)	10 (*3) (9)	96 (64)	- (-)	- (*11) (-)
Corporate Executive Officers	6	613	6	909 (*5)	8 (*8)	743	8 (*8)	1,602	-	-
Total	16	817	6	909	8	743	18	1,698	-	-

(Remarks)

- *1 Due to rounding, individual sums may not total 100%.
- *2 The number of persons does not include two Directors who concurrently serve as Corporate Executive Officers, because the Corporation does not pay any additional remuneration for services as a Director to Directors who concurrently serve as Corporate Executive Officers.
- *3 The number of persons includes two Directors who resigned on the day of the Ordinary General Meeting of Shareholders held on June 20, 2023.
- *4 The Corporation does not pay remuneration linked to business results to Directors who do not concurrently serve as Corporate Executive Officers.
- *5 The amount of remuneration linked to business results for the fiscal year ended March 31, 2024 is the total amount of remuneration that was paid in November 2023 and that is to be paid in June 2024.
- *6 As to stock acquisition rights, the amount above is that of expenses the Corporation recorded during the fiscal year ended March 31, 2024 applicable to stock acquisition rights granted.
- *7 The Corporation does not grant stock acquisition rights to Directors who do not concurrently serve as Corporate Executive Officers.
- *8 The number of persons includes two Corporate Executive Officers who resigned by the end of the fiscal year ended March 31, 2023.
- *9 As to restricted stock, the amount above is that of expenses the Corporation recorded during the fiscal year ended March 31, 2024 applicable to restricted stock.
- *10 The Corporation recorded 476 million yen in expenses during the fiscal year ended March 31, 2024 applicable to the phantom restricted stock plan for a Director who resigned on the day of the Ordinary General Meeting of Shareholders held on June 20, 2023 and Corporate Executive Officers.
- *11 The Corporation does not pay remuneration under the phantom restricted stock plan to Directors who do not concurrently serve as Corporate Executive Officers.

Basic policy regarding remuneration for Directors and Corporate Executive Officers

The basic policy regarding remuneration for respective Directors and Senior Executives including Corporate Executive Officers determined by the Compensation Committee is as follows:

Basic policy regarding Director remuneration

The primary duty of Directors is to supervise the performance of business operations of the Sony Group as a whole. In order to improve this supervisory function over the business operations of the Sony Group, which is a global company, the following two elements have been established as the basic policy for the determination of remuneration of Directors. No Director remuneration is paid to those Directors who concurrently serve as Corporate Executive Officers.

- Attracting and retaining an adequate talent pool of Directors possessing the requisite abilities to excel in the global marketplace; and
- Ensuring the effectiveness of the supervisory function of Directors.

Based on the above, Director remuneration shall consist of the following components. The amount of each component and its percentage of total remuneration shall be at an appropriate level determined in accordance with the basic policy above and based on research conducted by a third party regarding remuneration of directors of both Japanese and non-Japanese companies.

Type of remuneration	Description
Fixed remuneration	<ul style="list-style-type: none">• The amount of fixed remuneration shall be at an appropriate level determined in accordance with the basic policy above and based on research conducted by a third party regarding remuneration of directors of both Japanese and non-Japanese companies.
Stock-based compensation (restricted stock or restricted stock units)	<ul style="list-style-type: none">• Granted to further promote shared values between the shareholders and Directors and incentivize Directors to develop and maintain a sound and transparent management system.• Any Director to whom restricted stock is granted may not sell or transfer the granted shares during his/her tenure, and in principle, such restriction is to be released when such Director resigns.• In principle, all restricted stock units (“RSUs”) held by Directors will be vested when he/she resigns, and the common stock of the Corporation will be delivered to the Directors upon vesting.

*The Corporation has replaced the phantom restricted stock plan for Directors with restricted stock.

Basic policy regarding Senior Executive remuneration

Senior Executives are key members of management responsible for executing the operations of the Sony Group as a whole, or respective businesses of the Sony Group. In order to further improve the business results of the Sony Group, the following two elements have been established as the basic policy for the determination of remuneration of Senior Executives.

- Attracting and retaining an adequate talent pool possessing the requisite abilities to excel in the global marketplace; and
- Providing effective incentives to improve business results on a short-, medium- and long-term basis.

Based on the above, Senior Executive remuneration shall basically consist of the following components. The amount of each component and its percentage of total remuneration shall be at an appropriate level determined in accordance with the above basic policy and the individual's level of responsibility and based on research conducted by a third party regarding remuneration of management of both Japanese and non-Japanese companies, with emphasis on linking Senior Executive remuneration to business results and shareholder value.

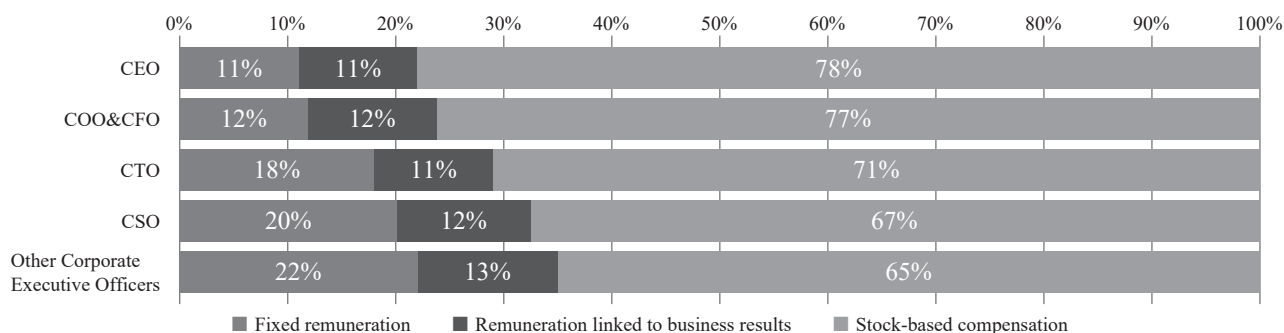
Type of remuneration	Description
Fixed remuneration	<ul style="list-style-type: none">• The amount of fixed remuneration shall be at an appropriate level determined based on research conducted by a third party regarding remuneration of management of both Japanese and non-Japanese companies, according to his/her responsibility, and in order to maintain competitiveness in recruiting talent.

<p>Remuneration linked to business results</p>	<ul style="list-style-type: none"> • Structured appropriately and based on appropriate indicators to ensure that such remuneration effectively incentivizes Senior Executives to achieve financial targets for the medium- to long-term and financial targets for the corresponding fiscal year. • Specifically, the amount to be paid to Senior Executives shall be determined based on the level of achievements of the two metrics below, and can fluctuate, in principle, from 0% to 200% of the standard payment amount (“Business Results Linked Standard Payment Amount”) depending on the level of achievement. <ol style="list-style-type: none"> (1) Certain key performance indicators linked to the consolidated or individual business results of the Sony Group of the corresponding fiscal year, such as Adjusted EBITDA and Adjusted EPS (net income attributable to the Corporation’s stockholders per share), which are selected based on the areas for which each Senior Executive is responsible. (2) Achievement of the Group Sustainability Evaluation. • The Group sustainability involves efforts by Senior Executives to enhance the medium- to long-term corporate value and sustainable growth of the Sony Group as a whole, not being limited to their respective businesses and organizations, and includes management succession and investment in human capital, sustainability initiatives related to social value creation and ESG, value creation through collaborations among the businesses of the Sony Group, and engagement indicators based on employee surveys. • The Business Results Linked Standard Payment Amount shall be determined so that such amount is within a certain percentage of the cash compensation (total of the fixed remuneration and the remuneration linked to business results), which percentage shall be determined in accordance with each individual’s level of responsibility. • The Corporation adopted a clawback policy for the recoupment of compensation . (Please see below Reference: Clawback Policy.)
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Type of remuneration	Description
Stock-based compensation (Stock acquisition rights, and restricted stock or restricted stock units)	<ul style="list-style-type: none"> • Stock acquisition rights, and restricted stock or RSUs are granted to incentivize Senior Executives to increase medium- to long-term shareholder value. • The exercise of the stock acquisition rights is, in principle, restricted during a one-year period from the allotment date, and one-third of the total number of exercisable stock acquisition rights will be vested and exercisable each year thereafter. (All of the allocated stock acquisition rights will be exercisable on and after three years from the allotment date.) • The Senior Executives to whom restricted stock is granted, in principle, may not sell or transfer the granted stock before the third anniversary date of the Ordinary General Meeting of Shareholders of the fiscal year when the subject restricted stock was granted. • In principle, all RSUs held by the Senior Executives will be vested after three years have passed since the date of grant of the RSUs, and the common stock of the Corporation will be delivered to the Senior Executives. • As a general policy, remuneration for a Senior Executive who has greater management responsibility and influence over the Sony Group as a whole has a higher proportion of stock-based compensation, which is directly linked to the corporate value. (Please see below Reference: Executive Compensation Package Design to Focus on Long-Term Management.) • The amount of stock-based compensation shall be determined so that the amount is within a certain percentage of the total cash compensation (total of the fixed remuneration and the remuneration linked to business results) and stock-based compensation.
Phantom restricted stock plan	<ul style="list-style-type: none"> • Points determined every year by the Compensation Committee shall be granted to Senior Executives every year during his/her tenure, and at the time of resignation, the remuneration amount shall be calculated by multiplying the common stock price (closing price) by the individual's accumulated points.

(Reference: Executive Compensation Package Design to Focus on Long-Term Management)

The bar chart below shows the components of remuneration for Corporate Executive Officers for the fiscal year ended March 31, 2024. For this chart, the remuneration linked to business results is based on the Business Results Linked Standard Payment Amount for each Corporate Executive Officer. As to the stock-based compensation, the underlying amount is calculated based on the fair value of a stock acquisition right as of the date such stock acquisition right was granted in the fiscal year ended March 31, 2024 and the issue price of the restricted stock when granted. Accordingly, the components of remuneration based on the amounts actually paid will be different from the chart below.



*Due to rounding, individual sums may not total 100%.

(Reference: Stock-based Compensation)

The Corporation introduced stock acquisition rights, restricted stock and RSUs as forms of stock-based compensation, granted to the Directors and the Senior Executives including Corporate Executive Officers.

The purpose of the stock-based compensation for the outside Directors is to develop and maintain a sound and transparent management system by further promoting shared values between the shareholders and these Directors. Furthermore, the purpose of the stock-based compensation for the Senior Executives including Corporate Executive Officers is to further reinforce management’s alignment with shareholder value, and to incentivize management to improve medium- to long- term performance and increase shareholder value.

The details of such stock-based compensation, including vesting conditions, recipients, and number of grants, are determined or supervised by the Compensation Committee based on research conducted by a third party regarding stock-based compensation of both Japanese and non-Japanese companies. In addition, in determining the number of shares or units to be granted, the impact on dilution of the value of the shares of the Corporation is monitored.

(Reference: Clawback Policy)

The SEC recently adopted rules relating to the mandatory recovery of erroneously awarded incentive-based compensation received by certain current or former executive officers, and the NYSE has, in turn, adopted new listing standards in connection with such rules. Accordingly, the Corporation’s Compensation Committee adopted a clawback policy, with an effective date of October 2, 2023 (the “Clawback Policy”). The Clawback Policy provides for the mandatory recovery of erroneously awarded incentive-based compensation received by each Executive Officer (as defined in the Clawback Policy) during the three-fiscal-year period prior to the date the Corporation is required to prepare an Accounting Restatement (as defined in the Clawback Policy), in accordance with the SEC rules and NYSE standards. The amount of erroneously awarded incentive compensation that the Executive Officers would be required to repay is the amount of incentive-based compensation paid to the Executive Officer that exceeds the amount the Executive Officer would have received had it been determined based on the restated amounts, computed without regard to any taxes paid. The recovery of such compensation

applies regardless of whether an Executive Officer engaged in misconduct or otherwise caused or contributed to the requirement of an accounting restatement. We will file the Clawback Policy as an exhibit to our annual report on Form 20-F for the fiscal year ended March 31, 2024.

Procedures to determine the remuneration of Directors and Senior Executives

Based on the policy outlined above, the amount and content of the compensation for each Director and Senior Executive including Corporate Executive Officers are determined by the Compensation Committee or otherwise under the supervision of the Compensation Committee.

Specifically, in principle, as for Directors, each year at the meeting of the Compensation Committee held after the Ordinary General Meeting of the Shareholders, the amount of basic remuneration and the content of compensation for the corresponding fiscal year are determined. Thereafter, at the meeting of the Compensation Committee held after the corresponding fiscal year end, the final amount of compensation of each Director is determined. As for the Senior Executives, each year at the meeting of the Compensation Committee held at the end of the previous fiscal year, in principle, the amount of basic remuneration and the content of compensation for the corresponding fiscal year are determined or supervised. Thereafter, at the meeting of the Compensation Committee held after the corresponding fiscal year end, the final amount of compensation for each Senior Executive is determined or supervised.

For determining the amount of the remuneration linked to business results for each Senior Executive, the Business Results Linked Standard Payment Amount, the targets for the Financial Performance KPIs and the targets for the Group Sustainability Evaluation are determined and thereafter, the amount of such remuneration is determined based on the level of achievement of such targets for the Financial Performance KPIs and the individual performance at the meeting of the Compensation Committee held after the corresponding fiscal year end for Corporate Executive Officers or otherwise under the supervision by Compensation Committee for Senior Executives other than Corporate Executive Officers.

The amount of compensation of each Director and Senior Executive including Corporate Executive Officers for the fiscal year ended March 31, 2024 was also determined by the Compensation Committee or otherwise under the supervision by the Compensation Committee according to the procedure above. The Compensation Committee concluded that the amount and content of the compensation is in accordance with the basic policy described above.

Corporate Executive Officer remuneration linked to business results for the fiscal year ended March 31, 2024

The Business Results Linked Standard Payment Amount for each Corporate Executive Officer for the fiscal year ended March 31, 2024 was determined to be in the range between 60% and 100% of the amount of the fixed remuneration of such Corporate Executive Officer according to his/her responsibility.

The formula to calculate the amount of the remuneration linked to business results to be paid to Corporate Executive Officers is as follows.

$$\begin{array}{|c|} \hline \text{The amount of the remuneration linked to business results to be paid to Corporate Executive Officers} \\ \hline \end{array}
 =
 \begin{array}{|c|} \hline \text{Business Results Linked Standard Payment Amount*} \\ \hline \end{array}
 \times
 \begin{array}{|c|} \hline \text{The payment rate of the remuneration linked to business results **} \\ \hline \text{(0\% to 200\%)} \\ \hline \end{array}$$

* Business Results Linked Standard Payment Amount: Determined to be in the range between 60% and 100% of the amount of the fixed remuneration of each Corporate Executive Officer.

** Payment rate of the remuneration linked to business results: Determined in principle, within the range from 0% to 200% based on the achievement of (i) Financial Performance KPIs based on the areas for which each Corporate Executive Officer is responsible and (ii) the achievement of the Group Sustainability Evaluation.

The Financial Performance KPIs and the weighting of such Financial Performance KPIs used for the Corporate Executive Officers were as follows:

KPI	Weight	Target to be achieved for the fiscal year ended March 31, 2024 (Consolidated)	Result for the fiscal year ended March 31, 2024 (Consolidated)
Adjusted EBITDA (*1)	50%	1,750.0 billion yen	1,818.0 billion yen
Adjusted EPS (*2)	50%	669.5 yen	763.52 yen (*3)

Adjusted EBITDA, which is determined as the most important performance KPI under the Fourth Mid-Range Plan of the Sony Group, was selected as a Financial Performance KPI to enhance the growth potential of the entire Sony Group under the Fourth Mid-Range Plan of the Sony Group. Adjusted EPS was selected in order to incentivize awareness of shareholder value and capital efficiency.

The target to be achieved for Adjusted EBITDA for the fiscal year ended March 31, 2024 was 1,750.0 billion yen which was the Corporation's forecast of Adjusted EBITDA for the fiscal year ended March 31, 2024, which was disclosed in April 2023.

The target for Adjusted EPS for the fiscal year ended March 31, 2024 was 669.5 yen, which was obtained by dividing the forecast of net income attributable to the Corporation's stockholders for the fiscal year ended March 31, 2024, which was disclosed in April 2023 (840 billion yen) by the number of diluted shares outstanding at the beginning of such fiscal year. The results for the Financial Performance KPIs for the fiscal year ended March 31, 2024 were as follows: Adjusted EBITDA: 1,818.0 billion yen, Adjusted EPS: 763.52 yen (*3), each exceeding the targeted amount.

As outlined above under "Basic policy regarding Director and Senior Executive remuneration," remuneration linked to business results for Senior Executives for the fiscal year ended March 31, 2024 was determined based on the level of achievement of the indicators which were selected based on the areas of responsibility of the relevant Senior Executive and the achievement of the Group Sustainability Evaluation. The amounts to be paid to the Senior Executives were determined, in principle, within the range from 0% to 200% of the Business

Results Linked Standard Payment Amount.

*1 “Adjusted EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization)” is calculated by the following formula.

Adjusted EBITDA = Net income attributable to the Corporation’s stockholders + Net income attributable to noncontrolling interests + Income taxes + Interest expenses, net, recorded in Financial income and Financial expense — Gain on revaluation of equity securities, net, recorded in Financial income and Financial expense + Depreciation and amortization expense excluding amortization for film costs, broadcasting rights, as well as for internally developed game content and master recordings included in Content assets — the profit and loss amount that Sony deems-recurring.

*2 “EPS (Earning Per Share)” means net income attributable to the Corporation’s stockholders per share.

“Adjusted EPS” is calculated by using the value excluding the profit and loss amount that Sony deems non-recurring from the value of the net income attributable to the Corporation’s stockholders

*3 Adjusted EPS result for the fiscal year ended March 31, 2024 is calculated by dividing adjusted net income attributable to the Corporation’s stockholders for the fiscal year ended March 31, 2024 by diluted weighted average number of shares during the fiscal year.

Dated: June 7, 2024