

ARTICLES OF INCORPORATION
OF
SONY FINANCIAL GROUP INC.
(Sony Financial Group Kabushiki Kaisha)

CHAPTER I
GENERAL PROVISIONS

Article 1. *(Trade Name)*

The name of the Company shall be “Sony Financial Group Kabushiki Kaisha” and in English translation it shall be “Sony Financial Group Inc.”

Article 2. *(Purpose)*

The purpose of the Company shall be to engage in the following businesses:

- (1) Operation and management of a life insurance company, a non-life insurance company, a bank or other companies which the Company owns as its subsidiaries under the Insurance Business Act and the Banking Act;
- (2) Any other businesses that can be performed by insurance holding companies and bank holding companies under the Insurance Business Act, the Banking Act, and other laws and regulations; and
- (3) Any other businesses incidental or related to the foregoing.

Article 3. *(Location of the Head Office)*

The head office of the Company shall be located in Chiyoda-ku, Tokyo, Japan.

Article 4. *(Organizations)*

The Company shall have the following organizations, in addition to the general meeting of shareholders and Directors.

- (1) Board of Directors;
- (2) Nominating Committee, Audit Committee and Compensation Committee;
- (3) Corporate Executive Officers; and

(4) Independent Auditors.

Article 5. *(Method of Public Notice)*

The method of public notices of the Company shall be electronic public notices; provided, however, that if the Company is unable to give a public notice in electronic form because of an accident or any other unavoidable reason, such public notice of the Company may be given in the Nihon Keizai Shimbun.

CHAPTER II
SHARES

Article 6. *(Total Number of Shares Authorized to be Issued)*

The total number of shares authorized to be issued by the Company shall be 25,000,000,000 shares.

Article 7. *(Number of Shares Constituting One Share Unit)*

The number of shares constituting one share unit shall be one hundred (100).

Article 8. *(Rights of Shareholdings Totaling Less Than One Share Unit)*

Shareholders who own Company shares totaling less than one share unit may not exercise any rights other than those stipulated below.

- (1) Rights set forth in Article 189, Paragraph 2, of the Companies Act;
- (2) Rights to make a demand pursuant to Article 166, Paragraph 1, of the Companies Act;
- (3) Rights to receive an allocation of newly issued shares or share acquisition rights in proportion to on the number of shares owned.

Article 9. *(Transfer Agent)*

1. The Company shall appoint a transfer agent.
2. The transfer agent and its handling office shall be designated by a resolution of the Board of Directors or a Corporate Executive Officer delegated by a resolution of the Board of Directors.

3. The preparation and keeping of the register of shareholders and the register of stock acquisition rights, and other businesses pertaining to the register of shareholders and the register of stock acquisition rights shall be entrusted to the transfer agent and the Company shall not handle such businesses.

Article 10. *(Share Handling Regulations)*

The operations relating to shares and share acquisition rights of the Company and handling fees therefore shall be governed by the Share Handling Regulations prescribed by a Corporate Executive Officer delegated by a resolution of the Board of Directors, in addition to laws and regulations or the Articles of Incorporation.

CHAPTER III

GENERAL MEETINGS OF SHAREHOLDERS

Article 11. *(Convocation)*

The ordinary general meeting of shareholders of the Company shall be convened within three (3) months after the end of each business year, and an extraordinary general meeting of shareholders may be convened whenever necessary.

Article 12. *(Record Date for Ordinary General Meetings of Shareholders)*

The record date for voting rights for the ordinary general meetings of shareholders of the Company shall be March 31 of each year.

Article 13. *(Convocation of Meetings and Chairperson)*

1. A Director, as so determined in advance by the Board of Directors, shall convene the general meetings of shareholders. When such Director is unable to act, another Director, who is designated in accordance with an order of priority determined in advance by a resolution of the Board of Directors, shall convene such general meetings.
2. A Director or a Corporate Executive Officer, as so determined in advance by the Board of Directors, shall serve as the chairperson of general meetings of shareholders. When such Director or Corporate

Executive Officer is unable to act, another Director or Corporate Executive Officer, who is designated in accordance with an order of priority determined in advance by a resolution of the Board of Directors, shall serve in his or her place.

Article 14. *(Method of Adopting Resolutions)*

1. Except as otherwise provided for by laws and regulations or by the Articles of Incorporation, all resolutions of a general meeting of shareholders shall be adopted by a majority of the voting rights of shareholders present at the meeting who are entitled to exercise voting rights.
2. Resolutions of a general meeting of shareholders provided for in Article 309, Paragraph 2 of the Companies Act shall be adopted by not less than two-thirds (2/3) of the voting rights of shareholders present at the meeting where shareholders holding not less than one-third (1/3) of the voting rights of all shareholders who are entitled to exercise voting rights are present.

Article 15. *(Exercise of Voting Rights through Proxy)*

1. A shareholder may exercise his or her voting rights through one (1) proxy who shall also be a shareholder of the Company having voting rights.
2. Such shareholder or proxy shall, at each general meeting of shareholders, submit to the Company a document evidencing the authority of such proxy.

Article 16. *(Electronic Provision Measures, Etc.)*

1. Upon convening a general meeting of shareholders, the Company shall take measures for electronic provision of information contained in reference documents, etc. for the general meeting of shareholders.
2. The Company may omit from the documents delivered to shareholders who requested delivery in writing by the record date for voting rights part or all of the matters subject to measures for electronic provision specified by an ordinance of the Ministry of Justice.

CHAPTER IV

DIRECTORS AND BOARD OF DIRECTORS

Article 17. *(Number of Directors)*

The Company shall have not more than twelve (12) Directors.

Article 18. *(Election of Directors)*

1. Directors shall be elected by a resolution of the general meetings of shareholders.
2. The resolution for election of Directors shall be adopted by a majority of the voting rights of shareholders present at the meeting where shareholders holding not less than one-third (1/3) of the voting rights of all shareholders who are entitled to exercise voting rights are present.
3. No cumulative voting shall be used for the election of Directors.

Article 19. *(Term of Office of Directors)*

1. The term of office of a Director shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within one (1) year after his or her election.
2. The term of office of a Director elected as a substitute or to increase the number of Directors shall expire at the same time as the remaining term of office of other current members.

Article 20. *(Board of Directors)*

The Directors of the Company shall constitute the Board of Directors.

Article 21. *(Notice of Convocation of the Board of Directors)*

1. Notice of convocation of a meeting of the Board of Directors shall be sent to each Director at least three (3) days prior to the date set for such meeting; provided, however, that in case of urgency, such period may be shortened.
2. A meeting of the Board of Directors may be held without taking the procedures of convocation with the consent of all the Directors.

Article 22. *(Regulations of the Board of Directors)*

Matters concerning the Board of Directors shall be governed by the Regulations of the Board of Directors prescribed by the Board of Directors, in addition to laws and regulations or the Articles of

Incorporation.

Article 23. *(Method of Adopting Resolutions of the Board of Directors)*

1. Resolutions of a meeting of the Board of Directors shall be adopted by a majority of the Directors present at the meeting where the Directors who constitute a majority in number of all the Directors eligible to vote are present.
2. A Director who has a special interest in the subject matter of resolutions of a meeting of the Board of Directors shall not have a voting right in such resolutions.

Article 24. *(Resolution of the Board of Directors in writing)*

The Company shall deem that a resolution of the Board of Directors is adopted when all members of the Directors eligible to vote agree on the subject matters to be resolved in writing or by electronic record.

Article 25. *(Exemption from Directors' Liabilities)*

1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution of the Board of Directors, exempt Directors (including former Directors) from their liabilities for damages arising from their failure to perform their duties to the extent permitted by laws and regulations.
2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into a liability limitation agreement with Directors (excluding Executive Directors, etc.) which limits the maximum amount of their liabilities for damages arising from their failure to perform their duties; provided that the maximum amount of liabilities for damages under such agreement shall be the amount provided for by laws and regulations.

CHAPTER V
NOMINATING COMMITTEE, AUDIT COMMITTEE
AND COMPENSATION COMMITTEE

Article 26. *(Number of Members)*

The Nominating Committee, Audit Committee and Compensation Committee shall be composed of three (3) or more Directors, a majority of whom shall be outside Directors.

Article 27. *(Selection Method)*

Members of the Nominating Committee, Audit Committee and Compensation Committee shall be elected from among Directors by a resolution of the Board of Directors.

Article 28. *(Committee Regulations)*

Matters concerning the Nominating Committee, Audit Committee and Compensation Committee shall be governed by the Regulations of each Committee prescribed by the Board of Directors, in addition to laws and regulations or the Articles of Incorporation.

CHAPTER VI

CORPORATE EXECUTIVE OFFICERS

Article 29. *(Number of Members)*

The Company shall have one (1) or more Corporate Executive Officers.

Article 30. *(Selection Method)*

Corporate Executive Officers shall be elected by a resolution of the Board of Directors.

Article 31. *(Term of Office)*

1. The term of office of Corporate Executive Officers shall expire at the end of the business year ending within one (1) year after his or her election.
2. The term of office of a Corporate Executive Officer elected as a substitute or to increase the number of Corporate Executive Officers shall expire at the same time as the remaining term of office of other current Corporate Executive Officers.

Article 32. *(Representative Corporate Executive Officer(s))*

The Representative Corporate Executive Officer(s) of the Company shall be elected by a resolution of the Board of Directors.

Article 33. *(Regulations of Corporate Executive Officers)*

Matters concerning Corporate Executive Officers shall be governed by the Regulations of Corporate Executive Officers prescribed by the Board of Directors, in addition to laws and regulations or the Articles of Incorporation.

Article 34. *(Exemption from Corporate Executive Officers' Liabilities)*

Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution of the Board of Directors, exempt Corporate Executive Officers (including former Corporate Executive Officers) from their liabilities for damages arising from their failure to perform their duties to the extent permitted by laws and regulations.

CHAPTER VII

ACCOUNTS

Article 35. *(Business Year)*

The business year of the Company shall be the one-year period from April 1 of each year through March 31 of the following year.

Article 36. *(Distribution of Surplus)*

1. The Company may, unless otherwise provided by laws and regulations, determine matters specified in each item of Article 459, Paragraph 1 of the Companies Act, such as distribution of surplus, by a resolution of the Board of Directors without a resolution of the general meeting of shareholders.
2. The Company may make a distribution of surplus to the shareholders or registered stock pledgees appearing in the final register of shareholders as of March 31 or September 30 of each year.
3. In addition to the preceding paragraph, distribution of surplus may be paid by setting a record date.

Article 37. *(Expiration Period)*

1. In case dividends provided for in the preceding Article shall not be received within five (5) years after the due date of payment, the Company shall be relieved of the obligation for the payment thereof.
2. Dividend provided for in the preceding Paragraph shall bear no interest.

SUPPLEMENTARY PROVISIONS

(Transitional Measures Concerning Exemption from Audit & Supervisory Board Members' Liabilities)

Article 1

1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution of the Board of Directors, exempt Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from their liabilities for damages arising from their failure to perform their duties prior to October 1, 2024 when the Company transitioned to a company with a nominating committee, etc. to the extent permitted by laws and regulations.
2. A liability limitation agreement limiting the maximum amount of liabilities for damages of Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) arising from failure to perform their duties prior to October 1, 2024, when the Company transitioned to a company with a nominating committee, etc., shall apply pursuant to the provisions of Article 33, Paragraph 2 of the Articles of Incorporation in effect prior to the transition.

(Effective Date of Electronic Provision Measures, Etc.)

Article 2

1. The addition of Article 16 (Electronic Provision Measures, Etc.) shall come into effect on the date on which the Company becomes a company that issues book-entry transfer shares (book-entry transfer shares as defined in the Act on Book-Entry Transfer of Corporate Bonds and Shares).
2. This article shall be deleted as of the effective date specified in the preceding paragraph.

Enacted : April 1, 2004

Amended: June 30, 2006

June 29, 2007

June 23, 2009

March 8, 2011

June 24, 2011

June 24, 2015

June 23, 2016

November 24, 2020

October 1, 2021

October 1, 2024

June 20, 2025

August 8, 2025