

SONY GROUP
CODE OF CONDUCT

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Scope and Application

On May 28, 2003, the Board of Directors of Sony Corporation adopted this Sony Group Code of Conduct. This Sony Group Code of Conduct sets forth the basic internal standards to be observed by all directors, officers and employees of Sony Group. For the purpose of this Code, “Sony Group” means: (i) Sony Corporation; (ii) any company more than 50% of whose outstanding stocks or interests with voting rights is owned directly or indirectly by Sony Corporation; and (iii) such other companies as will from time to time be determined by the Board of Directors of Sony Corporation to be included. Any amendment of this Sony Group Code of Conduct will be subject to the approval of the Board of Directors of Sony Corporation. No exemption or suspension of this Sony Group Code of Conduct in whole or part will be permitted unless approved in advance by the Board of Directors of Sony Corporation or any other body to which the Board has delegated such authority.

Each Sony Group company shall promptly take the necessary steps to adopt this Sony Group Code of Conduct including its amendments, if any, as its internal code of conduct and assure that it is reviewed and understood by all of its directors, officers and employees. Each company also must take appropriate steps to assure adherence to this Code of Conduct, including establishing appropriate disciplinary procedures where violations of this Code will result in sanctions up to and including discharge. Each company may adopt its own localized code, incorporating the substance of this Sony Group Code of Conduct as may be modified to reflect requirements of local laws and regulations or the social customs and characteristics of its business operations. Such localized code may include additional standards. However, in no event will any term of such localized code contradict or be more lenient than this Sony Group Code of Conduct. (The term “Sony Group Code of Conduct” shall, when used hereinbelow, include such localized code.)

A secretarial office will be organized within the Compliance Division of Sony Corporation for administration of this Sony Group Code of Conduct and facilitation of adoption of localized codes by each company of Sony Group.

Sony Group Code of Conduct

This Sony Group Code of Conduct sets forth the basic internal standards to be observed by all directors, officers and employees of Sony Group (“Personnel”). Sony Group commits itself to be bound by this Sony Group Code of Conduct and at the same time requires all Personnel to know, understand and comply with this Sony Group Code of Conduct.

1. General Standards

1.1 Compliance with Laws as well as Internal Rules and Policies; Honest and Ethical Business Conduct

Sony Group’s policy is to comply with all applicable laws and regulations of the countries and regions in which it operates and to conduct its business activities in an honest and ethical manner. All Personnel are expected and directed to comply with all applicable laws and regulations as well as all internal company rules and policies relating to their business activities. It also is all Personnel’s responsibility to know and understand legal, regulatory and internal requirements as they apply to their jobs.

1.2 Relationship with Stakeholders

It is the core corporate responsibility of Sony Group to the society to pursue its corporate value enhancement through innovation and sound business practice. Sony Group recognizes that its business activities have direct and indirect impact on the societies in which it operates, and therefore sound business practice requires that business decisions give due consideration to the interests of its stakeholders including shareholders, customers, employees, suppliers, business partners, local communities and other organizations. Personnel must endeavor to conduct the business of Sony Group accordingly.

1.3 Appreciating Diversity

Sony Group conducts its business in an environment that is diverse and global. Recognizing that conduct that is socially and professionally acceptable in one culture or region may be viewed differently in another, Personnel are required to give careful consideration to cultural and regional differences in performing their duties.

1.4 Avoiding Structural Conflicts of Interest

In making business decisions, Personnel must act on an informed basis, in good faith, and in the honest belief that the action taken is in the best interest of Sony Group. Personnel must check and ensure that the decision to be made will satisfy at least the following preconditions:

- (i) Lawfulness and legitimacy (i.e., compliance with applicable laws and internal rules and policies);
- (ii) Disinterest (i.e., the absence of personal interest or self-dealing);
- (iii) Authorization (i.e., within individual authority levels given by the corporation);
- (iv) Due care (i.e., an informed decision following a reasonable effort to become familiar with the relevant and available facts);
- (v) Good faith (i.e., the reasonable belief that the best interests of the corporation are served); and
- (vi) No abuse of discretion (i.e., a decision based on a reasonable exercise of discretion).

Structural conflicts may impair the individual's ability to make business decisions as described above. Accordingly, directors, officers and managers of Sony Group must exercise appropriate caution in structuring an organization of each Sony Group company.

1.5 Communication of Concerns and Alleged Violations

Sony Group encourages all Personnel to voice concerns promptly, if they have a good faith belief that a policy, company operation or practice is or will likely be in violation of any law, regulation or internal company rule or policy, including this Sony Group Code of Conduct. To facilitate communication and adequate handling of any such concerns, Sony Group will establish and maintain hotline system(s) independent of ordinary reporting structures. Personnel who come forward in good faith to report issues will be treated fairly and respectfully. Sony Group will not tolerate any form of retaliation against any such individuals, assuming they have not been involved in the violation, and will endeavor to protect their anonymity as far as practicable.

2. Respect for Human Rights

2.1 Equal Employment Opportunity

Sony Group is committed to a policy of recruiting, hiring, training, promoting and otherwise treating applicants and employees without discrimination based on their race, religion, color, national origin, age, sex, disability or other factors that are unrelated to the legitimate business interests of Sony Group.

2.2 No Forced Labor / Child Labor

Sony Group will not use any form of forced or involuntary labor.

In addition, Sony Group will not use child labor. The term “child” refers to a person younger than 15 years old (or 14 years old where a local law provides for a lower age) or the local legal minimum age for labor, if it is higher. This standard does not apply to work or service of performers or recording artists or that otherwise by its nature is reasonably necessary to be procured from a child, to the extent permitted by local law (for example, a child actor/actress).

2.3 Sound Labor and Employment Practices

It is the policy of Sony Group to adopt sound labor and employment practices and to treat its employees at all times in accordance with the applicable laws and regulations of the countries and regions in which it operates.

2.4 Work Environment

Sony Group will strive to maintain a healthy, safe and productive work environment that is free from discrimination or harassment. No Personnel may make sexual advances, actions or comments, or racial or religious slurs, jokes or any other comments or conduct in the workplace, that create a hostile work environment. In addition, safety in the work place is a primary concern to Sony Group. Personnel must adhere to all applicable health and safety laws and regulations as well as internal rules and policies respecting workplace safety.

3. Conducting Business with Integrity and Fairness

3.1 Product and Service Safety

The safety of customers using Sony’s products and services is of utmost concern to Sony Group. In all phases of its operations, including R&D, planning, design, production, sales and after-sales service, Sony Group will continually develop and implement programs that meet or exceed legal requirements to help ensure the safety of its products and services. Sony Group is committed to giving safety instruction and information to customers that is accurate, understandable and prominently displayed. Should an accident or safety problem be reported in connection with Sony Group’s products or services, Sony Group will promptly investigate the matter and take appropriate action.

3.2 Environmental Conservation

It is the policy of Sony Group to continually seek to minimize the environmental impact of its products, services and operations. To carry out such an environmental policy, Sony Group will endeavor to evaluate and, as appropriate, implement programs that meet or exceed legal requirements, and to consider environmental impact as a fundamental criterion when evaluating projects or operations.

3.3 Fair Competition

It is the policy of Sony Group to comply with all applicable antitrust, competition and fair trade laws and regulations of each country and region where Sony Group conducts business. These laws and regulations are designed to prohibit agreements or undertakings *vis-à-vis* third parties that fix prices, divide markets, limit production or otherwise impede or destroy market forces. Some countries or regions have antitrust or competition laws that assert extraterritorial jurisdictions over certain activities taking place outside the jurisdictions if they affect the markets of those jurisdictions. All Personnel must know and comply with those laws and regulations applicable to their jobs. When any doubt exists as to the legality of any proposed action or agreement, the matter should promptly be discussed with the legal department.

3.4 Advertising

Sony Group sells products and services on their merits. It is the policy of Sony Group not to engage in false or misleading advertising or advertising that slanders others. Certain countries prohibit comparative advertising, but where a reference to a competitor or its products or services is sought in the permitted countries, the comparison should be substantiated and the statement should be complete, accurate and not misleading.

3.5 Public Disclosure

Sony Corporation, the ultimate parent of all Sony Group companies, is owned by the public and its shares are listed for trading on exchanges in Japan, the U.S. and some other countries. As a result, Sony Group is obliged to make various disclosures to the public in accordance with applicable securities laws and regulations in those countries. Sony Group is committed to full compliance with all requirements applicable to its public disclosures. Sony Group has in place disclosure controls and procedures to ensure that its public disclosures are timely, compliant and otherwise full, fair, accurate and understandable. All Personnel responsible for the preparation of submissions to and filings with the Tokyo Stock Exchange, the U.S. Securities and Exchange Commission and other regulatory entities, or for other public communication made for Sony Group, or who provide information as part of that process, have a responsibility to

ensure that such disclosures and information are full, fair, accurate, timely and understandable, and in compliance with the established disclosure controls and procedures.

3.6 Personal Information

Sony Group respects the privacy of individuals, such as customers, employees of suppliers and business partners, and Personnel. Accordingly, Sony Group has developed policies and internal rules regarding the personal information. Personnel are expected and directed to observe all applicable laws and regulations as well as applicable internal rules and policies in collecting, maintaining, using, disclosing, disposing of and otherwise handling personal information.

3.7 Intellectual Property

Sony Group recognizes the value of intellectual property such as patents, designs, trademarks, trade secrets, and copyrights including compositions, sound recordings, film works and computer programs.

- (i) Sony Group's Intellectual Property: Sony Group strongly encourages research and development efforts by protecting its intellectual property rights.
- (ii) Intellectual Property of Others: In addition to vigorously defending Sony Group's own rights, it is imperative to respect the rights of others. Personnel must not knowingly misuse the intellectual property of others or violate their intellectual property rights.
- (iii) Ownership of Personnel Product: To the extent permitted by and subject to applicable laws and regulations, all inventions and creations generated by Personnel will belong to Sony Group. Personnel must follow company instructions to secure Sony Group's rights to such inventions and creations.

3.8 Confidential and Proprietary Information

Information is a valuable corporate asset. Sony Group will safeguard its own confidential and proprietary information as well as the information that suppliers, business partners or customers entrust to Sony Group. Generally speaking, confidential and proprietary information is information that has not been disclosed to the general public or that gives an enterprise an advantage over its competitors or that could harm an enterprise if released prematurely or inappropriately. Common examples include invention, creation, know-how and trade secrets as well as financial information, corporate strategy, marketing programs, and information about relationships with customers, suppliers and business partners. No Personnel may disclose or distribute any proprietary or confidential information except as authorized by the company. Personnel are also required to use such information only for the

purpose permitted by the company in connection with their duties at Sony Group.

3.9 Fair Procurement

Sony Group selects its suppliers, contractors and OEMs for goods and services on the basis of competitive price, quality, delivery and other objective standards. Procurement decision will be based upon the business benefit to Sony Group and its customers. This requirement applies not only to the Personnel in charge of procurement, but also to all other Personnel who influence the buying process.

Sony Group expects its suppliers, contractors and OEMs to uphold the policies of Sony Group concerning compliance with all applicable laws, respect for human rights, environmental conservation and the safety of products and services.

3.10 Gifts and Entertainment

It is the policy of Sony Group to compete in the marketplace on the basis of the superiority and price competitiveness of its products and services. Commercial bribery is illegal and subject to criminal sanction in many countries. Even in countries where the local law does not prohibit such conduct, it is strictly prohibited by the corporate policy of Sony Group for Personnel to make any payment to individuals employed by current or prospective Sony Group customers, suppliers or other business partners for the purpose of obtaining or retaining business, or for the purpose of obtaining any other favorable business action. Further, it is also prohibited to accept any payment, gift or entertainment that is intended to influence, or that appears to influence, business decisions of Sony Group.

Great care must be taken in dealing with government officials; in many countries gifts or payments to government officials are specifically prohibited by law. Some countries assert extraterritorial jurisdiction for such laws regarding gifts or payments to government officials. No gift or payment may be given to government officials, directly or indirectly, for the purpose of, or that appears to be for the purpose of, seeking favorable arrangements or action by such officials.

In addition to the foregoing standards, Personnel must observe local laws and regulations, as well as applicable internal rules and policies set by each Sony Group company with respect to giving and receiving gifts, entertainment and other benefits.

3.11 Recording and Reporting of Information

All records, recordation and reporting of information, including but not limited to books and other financial records, must be accurate, complete, honest and timely and must be a fair representation of facts. Personnel should never cause records to be inaccurate or

create records that are misleading or artificial. This policy applies not only to the Personnel in charge of finance and accounting but also to all other Personnel in the conduct of their respective duties.

4. Ethical Personal Conduct

4.1 Insider Trading

It is illegal and subject to civil and criminal sanctions in many countries to trade stocks or other securities of a corporation while possessing "material non-public information" about such corporation. "Material non-public information" is any non-public information which could influence a reasonable investor to trade stocks or securities. It is not possible to exhaustively list all kinds of material information, but some examples are: financial performance including earnings, dividend plans, alliances with other companies, divestiture, acquisitions, new products, advances in research and development and any other significant activities. Sony Group has established internal policies and rules related to the trading of Sony Group's stocks and securities by Personnel. Personnel must be familiar with, and comply with, such internal policies and rules. No Personnel may trade in shares, convertible bonds, bonds with subscription rights to shares or other securities of Sony Group while in possession of material non-public information about Sony Group or its business partners, nor induce such trading by others (such as family, friends, customers and other Personnel) by way of disclosing material non-public information, except as expressly permitted under such internal rules and policies.

4.2 Personal Conflicts of Interest

All business decisions must be made, and all business activities must be conducted, in the best interests of Sony Group. Personnel should avoid any action which may involve, or may appear to involve, a conflict of interest with Sony Group. No Personnel may have any financial or other business relationships with suppliers, customers or competitors that might impair, or even appear to impair, the independence of any judgment they may need to make in the best interest of Sony Group. Personnel are under a continuing obligation to disclose to their supervisors for handling, in accordance with applicable company's internal policies, any situation that presents, or may appear to present, the possibility of a conflict or disparity of interest between Personnel and Sony Group. Advance disclosure of any potential conflict is the key to remaining in full compliance with this policy.

4.3 Corporate Assets

Sony Group's assets are to be used only for legitimate business purposes and only by authorized Personnel or their designees. Personnel have a duty to protect Sony Group's assets from loss, damage, misuse, theft or sabotage. This covers both tangible and intangible assets, including brand, trademark, know-how, confidential or proprietary information and information systems. No Personnel may pursue personal benefits using Sony Group's assets. To the extent permitted under applicable laws, Sony Group reserves the right to monitor and inspect how its assets are used by Personnel, including inspection of all e-mail, data and files kept on PCs or other network terminals.

4.4 Media Relations and Public Statements

Sony Group's business activities are monitored closely by the media, such as newspapers, magazines, radio, television, internet media and security analysts. Any information provided to those individuals or groups could well be interpreted as an official Sony response and published as such. In order to provide clear and accurate information to the public, it is vital that comments to the press or reporters be made only by designated spokespeople. No Personnel may initiate contact with those individuals or groups or respond to their inquiries for or on behalf of Sony Group without the authorization of the corporate communications, investor relations, or other departments given the authority to deal with those inquiries.

When speaking out on public issues as a concerned citizen, Personnel must do so as individuals and not give the appearance that they are speaking or acting on behalf of Sony Group.