

# SONY CORPORATION

## **Notice of the Ordinary General Meeting of Shareholders to be held on June 19, 2014**

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

You are cordially invited to attend the 97th Ordinary General Meeting of Shareholders of the Corporation to be held at the Grand Prince Hotel New Takanawa, 13-1, Takanawa 3-chome, Minato-ku, Tokyo, Japan on Thursday, June 19, 2014 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 and 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, 2014 (from April 1, 2013 to March 31, 2014) pursuant to the Companies Act of Japan.

### **PROPOSALS TO BE ACTED UPON:**

1. To elect 12 Directors.
2. To issue Stock Acquisition Rights for the purpose of granting stock options.

## **EXPLANATION OF THE SUBJECT MATTER OF THE MEETING**

### **MATTERS TO BE REPORTED:**

To receive reports on the business report, non-consolidated financial statements, consolidated financial statements and 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, 2014 (from April 1, 2013 to March 31, 2014).

**Note: The Consolidated Financial Statements are available on the Sony Investor Relations website.**

**This document can be accessed at <http://www.sony.net/SonyInfo/IR/investors/meeting.html>**

## **PROPOSALS TO BE ACTED UPON:**

### **1. To elect 12 Directors.**

The terms of office of all 13 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 12 Directors is proposed.

The Corporation sets forth the following provisions in its Charter of the Board of Directors as qualifications for Directors, and all candidates conform to these requirements.

Of the 12 director candidates, the 9 candidates for outside Director have management experience and demonstrated performance, expertise in various fields including technology, and an international orientation, and have been judged adequately able to fulfill the roles of determining the fundamental management policies of Sony Group and overseeing the management of Sony Group's business operations. In addition, as of the date of this proposal, each of the 9 candidates for outside Director conforms to the requirements for independence as set out in the Listing Standards of the Tokyo Stock Exchange where the shares of the Corporation are listed, and the Corporation filed with the Tokyo Stock Exchange that each of them will be an independent director.

---

#### **All Directors Qualifications:**

---

- (1) Shall not be a director, a statutory auditor, a corporate executive officer, a general manager or other employees of any company in competition with Sony Group in any of 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 Sony Group during the past 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.
- 

#### **Outside Directors Qualifications:**

---

- (1) Shall not have received directly from 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 a director, a statutory auditor, a corporate executive officer, a general manager or other employees of any company whose aggregate amount of transactions with 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.
  - (3) Shall not be, or shall not have been, a director engaged in the business operation, a corporate executive officer, an accounting counselor, a general manager or other employees of the Corporation or its subsidiaries.
-

The candidates for Director are as follows:

Name		Current Responsibility as a Director	Record of attendance at the Board of Directors Meetings
<b>1. Kazuo Hirai</b>	Reappointment	Member of the Nominating Committee	100% (10/10)
<b>2. Kenichiro Yoshida</b>	New Candidate		—
<b>3. Kanemitsu Anraku</b>	Reappointment Candidate for outside Director	Member of the Audit Committee	100% (10/10)
<b>4. Osamu Nagayama</b>	Reappointment Candidate for outside Director	Chairman of the Board Member of the Nominating Committee	100% (10/10)
<b>5. Takaaki Nimura</b>	Reappointment Candidate for outside Director	Chair of the Audit Committee	100% (10/10)
<b>6. Eikoh Harada</b>	Reappointment Candidate for outside Director	Member of the Compensation Committee	100% ( 7/ 7)
<b>7. Joichi Ito</b>	Reappointment Candidate for outside Director	Member of the Nominating Committee	100% ( 7/ 7)
<b>8. Tim Schaaff</b>	Reappointment	Member of the Nominating Committee	100% ( 7/ 7)
<b>9. Kazuo Matsunaga</b>	New Candidate Candidate for outside Director		—
<b>10. Koichi Miyata</b>	New Candidate Candidate for outside Director		—
<b>11. John V. Roos</b>	New Candidate Candidate for outside Director		—
<b>12. Eriko Sakurai</b>	New Candidate Candidate for outside Director		—

Notes:

- Above responsibilities of each candidate for Director have been assigned until the conclusion of this Meeting. New responsibilities of each candidate for Director, which also include new candidates for Director, will be determined at the meeting of the Board of Directors which will be held after this Meeting.
- Since Mr. Harada, Mr. Ito and Mr. Schaaff were newly elected at the Ordinary General Meeting of Shareholders held on June 20, 2013, the number of Board meetings they were eligible to attend is different from other directors.

## 1. Kazuo Hirai

Reappointment

As the Chief Executive Officer of Sony Group, this candidate is responsible for overall management of the entire Group.



<b>Responsibility as a Director</b>	Member of the Nominating Committee
<b>Date of Birth</b>	December 22, 1960
<b>Number of Years Served as a Director</b>	2 years
<b>Number of the Corporation's Shares Held</b>	7,100 shares

### Brief Personal History and Principal Business Activities Outside the Corporation

April 1984	Entered CBS/Sony Inc. (currently Sony Music Entertainment (Japan) Inc.)
July 1996	Executive Vice President and Chief Operating Officer, Sony Computer Entertainment America LLC
October 1997	Corporate Executive Officer, Sony Computer Entertainment Inc.
April 1999	President and Chief Operating Officer, Sony Computer Entertainment America LLC
August 2003	President and Chief Executive Officer, Sony Computer Entertainment America LLC
December 2006	President and Group Chief Operating Officer, Sony Computer Entertainment Inc. Chairman, Sony Computer Entertainment America LLC
June 2007	President and Group Chief Executive Officer, Sony Computer Entertainment Inc.
April 2009	Executive Vice President, Corporate Executive Officer, Sony Corporation
April 2011	Executive Deputy President, Representative Corporate Executive Officer, Sony Corporation
September 2011	Chairman, Sony Computer Entertainment Inc.
April 2012	President and Chief Executive Officer, Representative Corporate Executive Officer, Sony Corporation (present)
June 2012	Director, Sony Corporation (present)

## 2. Kenichiro Yoshida

New Candidate

Of the headquarters functions, this candidate is responsible for Corporate Planning and Control, Corporate Strategy, Accounting, Tax, Finance, Investor Relations, Disclosure Controls and Information Systems.



<b>Responsibility as a Director</b>	—
<b>Date of Birth</b>	October 20, 1959
<b>Number of Years Served as a Director</b>	—
<b>Number of the Corporation's Shares Held</b>	17,200 shares

### Brief Personal History and Principal Business Activities Outside the Corporation

April 1983	Entered Sony Corporation
July 2000	Entered Sony Communication Network Corporation (currently So-net Corporation)
May 2001	Senior Vice President, So-net Corporation
April 2005	President and Representative Director, So-net Corporation
December 2013	Executive Vice President, Chief Strategy Officer and Deputy Chief Financial Officer, Corporate Executive Officer, Sony Corporation
April 2014	Executive Vice President and Chief Financial Officer, Representative Corporate Executive Officer, Sony Corporation (present)

### 3. Kanemitsu Anraku

Reappointment

Candidate for outside Director

In addition to experience in managing manufacturing companies as well as global companies, this candidate has extensive knowledge of finance and accounting. Since 2010, he has served as an outside Director of the Corporation.



<b>Responsibility as a Director</b>	Member of the Audit Committee
<b>Date of Birth</b>	April 21, 1941
<b>Number of Years Served as a Director</b>	4 years
<b>Number of the Corporation's Shares Held</b>	3,800 shares

#### Brief Personal History and Principal Business Activities Outside the Corporation

April 1964	Entered Nissan Motor Co., Ltd.
June 1993	Director, Nissan Motor Co., Ltd.
June 1997	Managing Director, Nissan Motor Co., Ltd.
May 1999	Executive Vice President, Nissan Motor Co., Ltd.
April 2000	Vice Chairman, Nissan Motor Co., Ltd.
April 2002	President, Nissan Real Estate Development Co., Ltd.
June 2005	Counselor, Nissan Real Estate Development Co., Ltd.
June 2007	Director, Mizuho Financial Group, Inc. (present)
June 2010	Director, Sony Corporation (present)

### 4. Osamu Nagayama

Reappointment

Candidate for outside Director

This candidate has extensive insight and experience in managing global companies. Since 2010, he has served as an outside Director of the Corporation.



<b>Responsibility as a Director</b>	Chairman of the Board Member of the Nominating Committee
<b>Date of Birth</b>	April 21, 1947
<b>Number of Years Served as a Director</b>	4 years
<b>Number of the Corporation's Shares Held</b>	1,900 shares

#### Brief Personal History and Principal Business Activities Outside the Corporation

April 1971	Entered The Long-Term Credit Bank of Japan, Limited
November 1978	Entered Chugai Pharmaceutical Co., Ltd.
March 1985	Director, Chugai Pharmaceutical Co., Ltd.
March 1987	Managing Director, Chugai Pharmaceutical Co., Ltd.
March 1989	Executive Deputy President, Chugai Pharmaceutical Co., Ltd.
September 1992	Representative Director, President and Chief Executive Officer, Chugai Pharmaceutical Co., Ltd.
January 2006	Member of Enlarged Corporate Executive Committee, F. Hoffmann-La Roche Ltd. (present)
June 2010	Director, Sony Corporation (present)
March 2012	Representative Director, Chairman and Chief Executive Officer, Chugai Pharmaceutical Co., Ltd. (present)

## 5. Takaaki Nimura

Reappointment

Candidate for outside Director

In addition to auditing experience, expertise in internal controls and procedures, and international expertise as a certified public accountant, this candidate's experience includes the management of an auditing firm. Since 2012, he has served as an outside Director of the Corporation.



<b>Responsibility as a Director</b>	Chair of the Audit Committee
<b>Date of Birth</b>	October 25, 1949
<b>Number of Years Served as a Director</b>	2 years
<b>Number of the Corporation's Shares Held</b>	700 shares

### Brief Personal History and Principal Business Activities Outside the Corporation

October 1974	Entered Arthur Young & Co., Tokyo Office
October 1980	Transferred to Asahi & Co., Osaka Office
October 1983	Transferred to Arthur Young, Los Angeles Office
May 1989	Partner, Asahi Shinwa & Co.
July 1993	Entered Showa Ota & Co.
May 1997	Senior Partner, Showa Ota & Co.
August 2008	Executive Board Member, Ernst & Young ShinNihon LLC
June 2012	Director, Sony Corporation (present)

## 6. Eikoh Harada

Reappointment

Candidate for outside Director

This candidate has experience in various global companies as well as extensive insight in information technology and consumer businesses. Since 2013, he has served as an outside Director of the Corporation.



<b>Responsibility as a Director</b>	Member of the Compensation Committee
<b>Date of Birth</b>	December 3, 1948
<b>Number of Years Served as a Director</b>	1 year
<b>Number of the Corporation's Shares Held</b>	400 shares

### Brief Personal History and Principal Business Activities Outside the Corporation

April 1972	Entered NCR Japan, Ltd.
November 1980	Entered Yokogawa-Hewlett-Packard Company
January 1983	Director, Schlumberger Group
October 1994	Director, Apple Japan, Inc.
April 1997	President, Apple Japan, Inc.
	Vice President, Apple Computer, Inc.
February 2004	Vice Chairman and Chief Executive Officer, Representative Director, McDonald's Company (Japan), Ltd.
March 2004	Vice Chairman and Chief Executive Officer, Representative Director, McDonald's Holdings Company (Japan), Ltd.
May 2004	Vice Chairman, President and Chief Executive Officer, Representative Director, McDonald's Holdings Company (Japan), Ltd.
	Vice Chairman, President and Chief Executive Officer, Representative Director, McDonald's Company (Japan), Ltd.
March 2005	Chairman, President and Chief Executive Officer, Representative Director, McDonald's Holdings Company (Japan), Ltd.
	Chairman, President and Chief Executive Officer, Representative Director, McDonald's Company (Japan), Ltd.
June 2013	Director, Sony Corporation (present)
	Director, Benesse Holdings, Inc. (present)
August 2013	Chairman, Representative Director, McDonald's Company (Japan), Ltd.
March 2014	Chairman, Director, McDonald's Holdings Company (Japan), Ltd. (present)
	Chairman, Director, McDonald's Company (Japan), Ltd. (present)

## 7. Joichi Ito

Reappointment

Candidate for outside Director

In addition to experience as a founder of internet related companies and a venture capitalist, this candidate has a profound knowledge of open innovation. Since 2013, he has served as an outside Director of the Corporation.



<b>Responsibility as a Director</b>	Member of the Nominating Committee
<b>Date of Birth</b>	June 19, 1966
<b>Number of Years Served as a Director</b>	1 year
<b>Number of the Corporation's Shares Held</b>	—

### Brief Personal History and Principal Business Activities Outside the Corporation

August 1995	Co-founder, Chief Executive Officer, Digital Garage, Inc.
December 1999	Chief Executive Officer, Neoteny Co., Ltd. (present)
August 2006	Director, CGM Marketing, Inc. (currently BI. Garage, Inc.) (present)
September 2006	Director, Digital Garage, Inc. (present)
December 2008	Director, Tucows Inc. (present)
April 2011	Director, MIT Media Lab, Massachusetts Institute of Technology (present)
June 2012	Director, The New York Times Company (present)
June 2013	Director, Sony Corporation (present)

## 8. Tim Schaaff

Reappointment

In addition to expertise in software technology and network services, this candidate has experience in leading the network services business in Sony. Since 2013, he has served as a Director of the Corporation.



<b>Responsibility as a Director</b>	Member of the Nominating Committee
<b>Date of Birth</b>	December 5, 1959
<b>Number of Years Served as a Director</b>	1 year
<b>Number of the Corporation's Shares Held</b>	5,000 shares

### Brief Personal History and Principal Business Activities Outside the Corporation

December 1982	Entered New England Digital Corporation
July 1991	Entered Apple Computer, Inc.
1998	Vice President, Apple Computer, Inc.
December 2005	Senior Vice President, Sony Corporation of America
November 2006	Deputy President, Technology Development Group, Sony Corporation
June 2008	President, Sony Media Software and Services Inc.
December 2009	President, Sony Network Entertainment International LLC
June 2013	Director, Sony Corporation (present)
January 2014	Independent startup advisor (present)

## 9. Kazuo Matsunaga

New Candidate

Candidate for outside Director

This candidate has extensive insight and experience in global industry and administration through his career at Ministry of Economy, Trade and Industry. Mr. Matsunaga is a candidate for outside Director.



<b>Responsibility as a Director</b>	—
<b>Date of Birth</b>	February 28, 1952
<b>Number of Years Served as a Director</b>	—
<b>Number of the Corporation's Shares Held</b>	—

### Brief Personal History and Principal Business Activities Outside the Corporation

April 1974	Entered Ministry of International Trade and Industry (currently Ministry of Economy, Trade and Industry ("METI"))
June 2004	Director-General, Nuclear and Industrial Safety Agency, METI
September 2005	Assistant Vice-Minister, Minister's Secretariat, METI
July 2006	Deputy Vice-Minister, Minister's Secretariat, METI
July 2008	Director-General, Economic and Industrial Policy Bureau, METI
July 2010	Vice-Minister of Economy, Trade and Industry, METI
April 2012	Specially-appointed Professor, Graduate School of International Corporate Strategy, Hitotsubashi University (present)
June 2013	Director, Sumitomo Corporation (present)
	Director, Takasago Thermal Engineering Co., Ltd. (present)
April 2014	Visiting Professor, Nagoya University (present)

\* Takasago Thermal Engineering Co., Ltd., where Mr. Kazuo Matsunaga is an outside director, had been accused on suspicion of violation of the antitrust laws with regard to bids for the utility work for the Hokuriku Shinkansen line. The alleged actions that led to these accusations occurred before he assumed his position. However, after he joined the company, he recommended necessary measures to pursue the cause and prevent recurrence of these actions at the company's meetings of the board of directors.

## 10. Koichi Miyata

New Candidate

Candidate for outside Director

This candidate has extensive insight and expertise regarding bank management. Mr. Miyata is a candidate for outside Director.



<b>Responsibility as a Director</b>	—
<b>Date of Birth</b>	November 16, 1953
<b>Number of Years Served as a Director</b>	—
<b>Number of the Corporation's Shares Held</b>	—

### Brief Personal History and Principal Business Activities Outside the Corporation

April 1976	Entered The Mitsui Bank, Ltd.
June 2003	Executive Officer, Sumitomo Mitsui Banking Corporation
October 2006	Managing Executive Officer, Sumitomo Mitsui Banking Corporation
April 2009	Director and Senior Managing Executive Officer, Sumitomo Mitsui Banking Corporation
April 2010	Senior Managing Executive Officer, Sumitomo Mitsui Financial Group, Inc.
June 2010	Director, Sumitomo Mitsui Financial Group, Inc.
April 2011	Director and President, Sumitomo Mitsui Financial Group, Inc. (present)
	Director, Sumitomo Mitsui Banking Corporation (present)

\* The Corporation has borrowed money from Sumitomo Mitsui Banking Corporation ("SMBC"), where Mr. Koichi Miyata is a director. The balance of borrowings from SMBC (as of March 31, 2014, 125 billion yen) is 0.2% of the total loan balance of SMBC and he meets our qualifications for outside Director.



## 11. John V. Roos

New Candidate

Candidate for outside Director

In addition to a wealth of experience as a corporate and securities lawyer, chief executive officer at a leading technology law firm, and advisor to major Silicon Valley companies, this candidate is well-versed in business, government affairs and foreign relations, including as the former United States Ambassador to Japan. Mr. Roos is a candidate for outside Director.



<b>Responsibility as a Director</b>	—
<b>Date of Birth</b>	February 14, 1955
<b>Number of Years Served as a Director</b>	—
<b>Number of the Corporation's Shares Held</b>	—

### Brief Personal History and Principal Business Activities Outside the Corporation

October 1980	Associate, O'Melveny and Myers LLP
February 1985	Associate, Wilson Sonsini Goodrich & Rosati
February 1988	Partner, Wilson Sonsini Goodrich & Rosati
February 2000	Managing Director of Professional Services, Wilson Sonsini Goodrich & Rosati
February 2005	Chief Executive Officer, Wilson Sonsini Goodrich & Rosati
August 2009	United States Ambassador to Japan
September 2013	Director, salesforce.com, inc. (present)
October 2013	Chief Executive Officer, The Roos Group, LLC (present)
December 2013	Member of Global Advisory Board, Mitsubishi UFJ Financial Group, Inc. (present)
April 2014	Senior Advisor, Centerview Partners LLC (present)

## 12. Eriko Sakurai

New Candidate

Candidate for outside Director

This candidate has extensive insight and experience in managing global companies. Ms. Sakurai is a candidate for outside Director.



<b>Responsibility as a Director</b>	—
<b>Date of Birth</b>	November 16, 1960
<b>Number of Years Served as a Director</b>	—
<b>Number of the Corporation's Shares Held</b>	—

### Brief Personal History and Principal Business Activities Outside the Corporation

June 1987	Entered Dow Corning Corporation
May 2008	Director, Dow Corning Toray Co., Ltd.
March 2009	Chairman and Chief Executive Officer, Representative Director, Dow Corning Toray Co., Ltd. (present)
May 2011	Regional President - Japan/Korea, Dow Corning Corporation (present)

Note: The Corporation has concluded agreements limiting the liability of the 5 director candidates, each of whom is currently an outside Director. If elections of Mr. Matsunaga, Mr. Miyata, Mr. Roos and Ms. Sakurai, new candidates for outside Director, are approved, the Corporation plans to conclude such an agreement with each of them. For a summary of the limited liability agreement, please refer to page 14.

## 2. To issue Stock Acquisition Rights for the purpose of granting stock options.

It is proposed that the Corporation will issue stock acquisition rights to directors, corporate executive officers and employees of the Corporation and of its subsidiaries (excluding outside Directors; hereinafter the same in this agenda), for the purpose of granting stock options, pursuant to the provisions of Articles 236, 238 and 239 of the Companies Act of Japan, and that the Corporation will delegate the determination of the terms of such stock acquisition rights to the Board of Directors of the Corporation.

### I. The reason the Corporation needs to issue stock acquisition rights on favorable terms.

The Corporation will issue stock acquisition rights to directors, corporate executive officers and employees of the Corporation and of its subsidiaries for the purpose of giving directors, corporate executive officers and employees of the Corporation and of its subsidiaries an incentive to contribute towards the improvement of the business performance of the Corporation and of its group companies (collectively the “Group”) and thereby improving the business performance of the Group by making the economic interest which such directors, corporate executive officers or employees will receive correspond to the business performance of the Group.

### II. Terms and conditions of the stock acquisition rights (“Stock Acquisition Rights”), the concrete terms of which the Board of Directors of the Corporation may determine pursuant to the delegation of such determination upon approval at the Meeting.

#### 1. Maximum Limit of Aggregate Numbers of Stock Acquisition Rights

Not exceeding 27,500.

#### 2. Payment in exchange for Stock Acquisition Rights

Stock Acquisition Rights are issued without payment of any consideration to the Corporation.

#### 3. Matters regarding Stock Acquisition Rights

##### (1) Class and Number of Shares to be Issued or Transferred upon Exercise of Stock Acquisition Rights

The class of shares to be issued or transferred upon exercise of Stock Acquisition Rights shall be shares of common stock, and the number of shares to be issued or transferred upon exercise of each Stock Acquisition Right (the “Number of Granted Shares”) shall be 100 shares.

The aggregate number of shares to be issued or transferred upon exercise of Stock Acquisition Rights shall not exceed 2,750,000 shares of common stock of the Corporation (the “Common Stock”). However, in the event that the Number of Granted Shares is adjusted pursuant to (2) below, the aggregate number of shares to be issued or transferred upon exercise of Stock Acquisition Rights shall not exceed the number obtained by multiplying the Number of Granted Shares after adjustment by the maximum limit of the aggregate number of Stock Acquisition Rights as prescribed in 1. above.

##### (2) Adjustment of Number of Granted Shares

In the event that the Corporation conducts a stock split (including free distribution of shares (*musho-wariate*)) or a consolidation of the Common Stock after the date of a resolution of the Meeting, the Number of Granted Shares shall be adjusted in accordance with the following formula:

$$\begin{array}{l} \text{Number of} \\ \text{Granted Shares} \\ \text{after adjustment} \end{array} = \begin{array}{l} \text{Number of} \\ \text{Granted Shares} \\ \text{before adjustment} \end{array} \times \begin{array}{l} \text{Ratio of split} \\ \text{or consolidation} \end{array}$$

Any fraction less than one (1) share resulting from the adjustment shall be disregarded.

### (3) Amount of Assets to be Contributed upon Exercise of Stock Acquisition Rights

The amount of assets to be contributed upon exercise of each Stock Acquisition Right shall be the amount obtained by multiplying the amount to be paid per share to be issued or transferred upon exercise of Stock Acquisition Rights (the “Exercise Price”), which is provided below, by the Number of Granted Shares.

#### (i) Initial Exercise Price

The Exercise Price shall initially be as follows:

##### (A) Stock Acquisition Rights with Exercise Price Denominated in Yen

The Exercise Price shall initially be the average of the closing prices of the Common Stock in the regular trading thereof on the Tokyo Stock Exchange (each the “Closing Price”) for the ten (10) consecutive trading days (excluding days on which there is no Closing Price) immediately prior to the allotment date of such Stock Acquisition Rights (any fraction less than one (1) yen arising as a result of such calculation shall be rounded up to the nearest one (1) yen); provided, however, that if such calculated price is lower than either (a) the average of the Closing Prices for the thirty (30) consecutive trading days (excluding days on which there is no Closing Price) commencing forty-five (45) trading days immediately before the date (being the allotment date of Stock Acquisition Rights) on which the Corporation fixes the Exercise Price (any fraction less than one (1) yen arising as a result of such calculation shall be rounded up to the nearest one (1) yen), or (b) the Closing Price on the allotment date of Stock Acquisition Rights (if there is no Closing Price on such date, the Closing Price on the immediately preceding trading day), the Exercise Price shall be the higher price of (a) or (b) above.

##### (B) Stock Acquisition Rights with Exercise Price Denominated in U.S. Dollars

The Exercise Price shall initially be the U.S. dollar amount obtained by dividing the average of the Closing Prices for the ten (10) consecutive trading days (excluding days on which there is no Closing Price) immediately prior to the allotment date of such Stock Acquisition Rights (the “Reference Yen Price”) by the average of the exchange rate quotations by a leading commercial bank in Tokyo for selling spot U.S. dollars by telegraphic transfer against yen for such ten (10) consecutive trading days (the “Reference Exchange Rate”) (any fraction less than one (1) cent arising as a result of such calculation shall be rounded up to the nearest one (1) cent); provided, however, that if the Reference Yen Price is lower than either (a) the average of the Closing Prices for the thirty (30) consecutive trading days (excluding days on which there is no Closing Price) commencing forty-five (45) trading days immediately before the date (being the allotment date of Stock Acquisition Rights) on which the Corporation fixes the Exercise Price, or (b) the Closing Price on the allotment date of Stock Acquisition Rights (if there is no Closing Price on such date, the Closing Price on the immediately preceding trading day), the Exercise Price shall be the U.S. dollar amount obtained by dividing the higher price of (a) or (b) above by the Reference Exchange Rate (any fraction less than one (1) cent arising as a result of such calculation shall be rounded up to the nearest one (1) cent).

(ii) Adjustment of Exercise Price

In the event that the Corporation conducts a stock split (including free distribution of shares (*musho-wariate*)) or a consolidation of the Common Stock after the allotment date of Stock Acquisition Rights, the Exercise Price shall be adjusted in accordance with the following formula, and any fraction less than one (1) yen or one (1) cent resulting from the adjustment shall be rounded up to the nearest one (1) yen or one (1) cent, respectively.

$$\text{Exercise Price after adjustment} = \text{Exercise Price before adjustment} \times \frac{1}{\text{Ratio of split or consolidation}}$$

In addition, in the case of a merger with any other company, corporate split or reduction of the amount of capital of the Corporation, or in any other case similar thereto where an adjustment of Exercise Price shall be required, in each case after the allotment date of Stock Acquisition Rights, the Exercise Price shall be adjusted appropriately to the extent reasonable.

(4) Period during which Stock Acquisition Rights May be Exercised

The period during which Stock Acquisition Rights may be exercised will be the period from the day on which one (1) year has passed from the allotment date of Stock Acquisition Rights to the day on which ten (10) years have passed from such allotment date.

(5) Conditions for the Exercise of Stock Acquisition Rights

(i) No Stock Acquisition Right may be exercised in part.

(ii) In the event of a resolution being passed at a general meeting of shareholders of the Corporation for an agreement for any consolidation, amalgamation or merger (other than a consolidation, amalgamation or merger in which the Corporation is the continuing corporation), or in the event of a resolution being passed at a general meeting of shareholders of the Corporation (or, where a resolution of a general meeting of shareholders is not necessary, at a meeting of the Board of Directors of the Corporation) for any agreement for share exchange (*kabushiki-kokan*) or any plan for share transfer (*kabushiki-iten*) pursuant to which the Corporation is to become a wholly-owned subsidiary of another corporation, Stock Acquisition Rights may not be exercised on and after the effective date of such consolidation, amalgamation or merger, such share exchange (*kabushiki-kokan*) or such share transfer (*kabushiki-iten*).

(iii) Conditions for the exercise of Stock Acquisition Rights other than the conditions referred to above shall be determined by the Board of Directors of the Corporation.

(6) Mandatory Repurchase of Stock Acquisition Rights

Not applicable.

(7) Matters concerning the Amount of Capital and the Additional Paid-in Capital Increased by the Issuance of Shares upon Exercise of Stock Acquisition Rights

(i) The amount of capital increased by the issuance of shares upon exercise of Stock Acquisition Rights shall be the amount obtained by multiplying the maximum limit of capital increase, as calculated in accordance with the provisions of Paragraph 1, Article 17 of the Company Accounting Ordinance of Japan, by 0.5, and any fraction less than one (1) yen arising as a result of such calculation shall be rounded up to the nearest one (1) yen.

(ii) The amount of additional paid-in capital increased by the issuance of shares upon exercise of Stock Acquisition Rights shall be the amount obtained by deducting the capital to be increased, as provided in (i) above, from the maximum limit of capital increase, as also provided in (i) above.

(8) Restrictions on the Acquisition of Stock Acquisition Rights through Transfer

The Stock Acquisition Rights cannot be acquired through transfer, unless such acquisition is expressly approved by the Board of Directors of the Corporation.

Notes:

1. For a summary of the Stock Acquisition Rights issued by the Corporation in the past, please refer to pages 14 to 16. In light of the granting purpose (contributing to the improvement of the mid- and long-term business performance of Sony Group and thereby improving such business performance of Sony Group), the exercise of Stock Acquisition Rights is restricted during the above mentioned period (a one-year period from the allotment date of the Stock Acquisition Rights), and the Allocation Agreement provides restrictions on the exercise of Stock Acquisition Rights such as a limitation on the number of exercisable Stock Acquisition Rights (in general, one-third of the total number of the allocated Stock Acquisition Rights will be vested and exercisable each year after the restricted period, and all of the allocated Stock Acquisition Rights will be exercisable on and after the date on which three (3) years have passed from the allotment date of the Stock Acquisition Rights), eligibility rules and others. The Corporation intends that Stock Acquisition Rights issued by the Corporation in the future will be under the same restrictions as the Stock Acquisition Rights issued in the past.
2. The maximum limit of the aggregate number of shares to be issued or transferred upon exercise of the Stock Acquisition Rights is 2,750,000, which represents 0.26 percent of the total shares outstanding as of March 31, 2014. The total of such number of shares and the maximum aggregate number of shares to be issued or transferred upon the exercise of all outstanding stock acquisition rights for the purpose of granting stock options is 20,539,900, which represents 1.97 percent of the total shares outstanding as of March 31, 2014.

## [For Reference]

### Outline of Limited Liability Agreement

Pursuant to the Articles of Incorporation, the Corporation entered into the Limited Liability Agreement with all 10 outside Directors (who are defined under the Companies Act of Japan as individuals who have been in a director position of the Corporation after the date following the last annual shareholders meeting, including individuals who resigned on or before the end of the fiscal year ended March 31, 2014).

A summary of that Agreement is as follows:

- (1) In a case where the outside Director is liable to the Corporation after the execution of this Agreement for damages caused by the negligence of his/her duties as a director of the Corporation pursuant to Article 423, Paragraph 1 of the Companies Act, such liabilities shall be limited to the higher of either thirty million yen (30,000,000 yen) or an aggregate sum of the amounts prescribed in 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.
- (2) In a case where the 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, this Agreement shall continue to be effective after the reelection and re-assumption without any action or formality.

### Summary of Stock Acquisition Rights (SARs) issued by the Corporation in the past (outstanding as of March 31, 2014)

Name (Date of issuance)	Exercise period	Total number of SARs issued	Number of shares to be issued or transferred	Exercise price	Percentage of SARs exercised
The seventh series of Common Stock Acquisition Rights (November 18, 2004)	November 18, 2005 ~ November 17, 2014	5,319	531,900 Common Stock	¥ 3,782	46.9%
The ninth series of Common Stock Acquisition Rights (March 31, 2005)	April 1, 2005 ~ March 31, 2015	5,603	560,300 Common Stock	U.S.\$ 40.34	26.4%
The tenth series of Common Stock Acquisition Rights (November 17, 2005)	November 17, 2006 ~ November 16, 2015	7,527	752,700 Common Stock	¥ 4,060	13.2%
The eleventh series of Common Stock Acquisition Rights (November 17, 2005)	November 18, 2005 ~ November 17, 2015	8,028	802,800 Common Stock	U.S.\$ 34.14	29.2%
The twelfth series of Common Stock Acquisition Rights (November 16, 2006)	November 16, 2006 ~ November 15, 2016	7,986	798,600 Common Stock	¥ 4,756	1.4%

<b>Name (Date of issuance)</b>	<b>Exercise period</b>	<b>Total number of SARs issued</b>	<b>Number of shares to be issued or transferred</b>	<b>Exercise price</b>	<b>Percentage of SARs exercised</b>
The thirteenth series of Common Stock Acquisition Rights (November 16, 2006)	November 17, 2006 ~ November 16, 2016	10,577	1,057,700 Common Stock	U.S.\$ 40.05	6.7%
The fourteenth series of Common Stock Acquisition Rights (November 14, 2007)	November 14, 2007 ~ November 13, 2017	5,733	573,300 Common Stock	¥ 5,514	–
The fifteenth series of Common Stock Acquisition Rights (November 14, 2007)	November 14, 2007 ~ November 13, 2017	11,820	1,182,000 Common Stock	U.S.\$ 48.15	–
The sixteenth series of Common Stock Acquisition Rights (November 18, 2008)	November 18, 2009 ~ November 17, 2018	6,353	635,300 Common Stock	¥ 2,987	–
The seventeenth series of Common Stock Acquisition Rights (November 18, 2008)	November 18, 2009 ~ November 17, 2018	11,903	1,190,300 Common Stock	U.S.\$ 30.24	4.0%
The eighteenth series of Common Stock Acquisition Rights (December 9, 2009)	December 9, 2010 ~ December 8, 2019	6,498	649,800 Common Stock	¥ 2,595	0.4%
The nineteenth series of Common Stock Acquisition Rights (December 9, 2009)	December 9, 2010 ~ December 8, 2019	12,371	1,237,100 Common Stock	U.S.\$ 29.56	0.8%
The twentieth series of Common Stock Acquisition Rights (November 18, 2010)	November 18, 2011 ~ November 17, 2020	7,352	735,200 Common Stock	¥ 2,945	–
The twenty-first series of Common Stock Acquisition Rights (November 18, 2010)	November 18, 2011 ~ November 17, 2020	12,810	1,281,000 Common Stock	U.S.\$ 35.48	–
The twenty-second series of Common Stock Acquisition Rights (November 22, 2011)	November 22, 2012 ~ November 21, 2021	6,670	667,000 Common Stock	¥ 1,523	12.4%
The twenty-third series of Common Stock Acquisition Rights (November 22, 2011)	November 22, 2012 ~ November 21, 2021	14,795	1,479,500 Common Stock	U.S.\$ 19.44	0.9%
The twenty-fourth series of Common Stock Acquisition Rights (December 4, 2012)	December 4, 2013 ~ December 3, 2022	6,857	685,700 Common Stock	¥ 932	–
The twenty-fifth series of Common Stock Acquisition Rights (December 4, 2012)	December 4, 2013 ~ December 3, 2022	10,215	1,021,500 Common Stock	U.S.\$ 11.23	2.6%
The twenty-sixth series of Common Stock Acquisition Rights (November 20, 2013)	November 20, 2014 ~ November 19, 2023	8,653	865,300 Common Stock	¥ 2,007	–
The twenty-seventh series of Common Stock Acquisition Rights (November 20, 2013)	November 20, 2014 ~ November 19, 2023	10,829	1,082,900 Common Stock	U.S.\$ 20.01	–

Note: All series of Stock Acquisition Rights were issued for the purpose of granting stock options. No cash payment was required for the allocation.

**(1) Stock Acquisition Rights held by Directors and Corporate Executive Officers of the Corporation (as of March 31, 2014)**

Name	Directors (Excluding Outside Directors) and Corporate Executive Officers		Outside Directors	
	Number of shares to be issued or transferred	Number of holders	Number of shares to be issued or transferred	Number of holders
The seventh series of Common Stock Acquisition Rights	32,600	4	0	0
The ninth series of Common Stock Acquisition Rights	30,000	1	0	0
The tenth series of Common Stock Acquisition Rights	38,400	5	1,800	1
The eleventh series of Common Stock Acquisition Rights	30,000	1	0	0
The twelfth series of Common Stock Acquisition Rights	40,900	5	1,800	1
The thirteenth series of Common Stock Acquisition Rights	54,000	2	0	0
The fourteenth series of Common Stock Acquisition Rights	36,200	5	3,600	2
The fifteenth series of Common Stock Acquisition Rights	60,000	2	0	0
The sixteenth series of Common Stock Acquisition Rights	47,000	6	7,200	4
The seventeenth series of Common Stock Acquisition Rights	60,000	2	0	0
The eighteenth series of Common Stock Acquisition Rights	57,000	6	7,200	4
The nineteenth series of Common Stock Acquisition Rights	80,000	2	0	0
The twentieth series of Common Stock Acquisition Rights	71,000	6	12,600	7
The twenty-first series of Common Stock Acquisition Rights	80,000	2	0	0
The twenty-second series of Common Stock Acquisition Rights	100,000	6	0	0
The twenty-third series of Common Stock Acquisition Rights	110,000	2	0	0
The twenty-fourth series of Common Stock Acquisition Rights	143,000	6	0	0
The twenty-fifth series of Common Stock Acquisition Rights	230,000	2	0	0
The twenty-sixth series of Common Stock Acquisition Rights	185,000	7	0	0
The twenty-seventh series of Common Stock Acquisition Rights	230,000	2	0	0

**(2) Stock Acquisition Rights allocated to employees and others by the Corporation during the fiscal year ended March 31, 2014**

The details of these Stock Acquisition Rights are mentioned in the twenty-sixth and twenty-seventh series of Common Stock Acquisition Rights above.

**Stock Acquisition Rights allocated to employees of the Corporation, directors and employees of the Corporation's subsidiaries**

Name	Employees of the Corporation		Directors and employees of the Corporation's subsidiaries	
	Number of shares to be issued or transferred	Number of persons allocated	Number of shares to be issued or transferred	Number of persons allocated
The twenty-sixth series of Common Stock Acquisition Rights	383,600	197	327,900	184
The twenty-seventh series of Common Stock Acquisition Rights	23,000	3	874,700	633

Dated: June 2, 2014