

SONY CORP
Form 6-K
May 19, 2015

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of May 2015
Commission File Number: 001-06439

SONY CORPORATION
(Translation of registrant's name into English)

1-7-1 KONAN, MINATO-KU, TOKYO, 108-0075, JAPAN
(Address of principal executive offices)

The registrant files annual reports under cover of Form 20-F.

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F,

Form 20-F X

Form 40-F __

Indicate by check mark whether the registrant by furnishing the information contained in this Form
is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities
Exchange Act of 1934, Yes No X

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule
12g3-2(b):82-_____

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to
be signed on its behalf by the undersigned, thereunto duly authorized.

SONY CORPORATION
(Registrant)

By: /s/ Kenichiro Yoshida
(Signature)
Kenichiro Yoshida
Executive Deputy President and
Chief Financial Officer

Date: May 19, 2015

SONY CORPORATION

Notice of the Ordinary General Meeting of

Shareholders to be held on June 23, 2015

To the Registered Holders of American Depositary Receipts representing Common Stock of Sony Corporation (the “Corporation”):

The undersigned Depositary has received a notice that the Corporation has called an ordinary general meeting of shareholders to be held in Tokyo, Japan on June 23, 2015 (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, 2015 (from April 1, 2014 to March 31, 2015) pursuant to the Companies Act of Japan.

PROPOSALS TO BE ACTED UPON:

1. To amend a part of the Articles of Incorporation.
2. To elect 12 Directors.

3. 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, 2015 (from April 1, 2014 to March 31, 2015).

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 amend a part of the Articles of Incorporation.

1. Reasons for Amendments

Pursuant to the enactment of the Law for Partial Amendments to the Companies Act (Law No. 90, 2014), certain provisions of Article 2 of the Articles of Incorporation, “Company with Committees,” are deemed to have been amended in the Articles of Incorporation without the need to obtain the resolution of the general meeting of shareholders. It is proposed that these amendments be expressly reflected in the Articles of Incorporation (Article 2 of Proposed Revisions).

In addition, due to the expansion, pursuant to the same law, of the scope of parties with whom the Corporation may enter into a liability limitation agreement, it is proposed that amendments related thereto be made to Article 21 of the Articles of Incorporation, “Limitation of Liabilities of Directors and Liability Limitation Agreement with Outside Directors” (Article 21 of Proposed Revisions).

The Corporation has obtained the consent of all members of the Audit Committee to amend Article 21 (concerning the liability limitation agreement with Directors).

2. Contents of Amendments

Proposed amendments are set out below:

(Underlined portions are to be amended.)

Current Articles

Proposed Amendment

Article 2. (Company with Committees)

Article 2. (Company with Three Committees)

The Corporation, being a company with committees shall have the Board of Directors, Committees and Accounting Auditors.

The Corporation, being a company with three committees, shall have the Board of Directors, Committees (Nominating Committee, Audit Committee and Compensation Committee) and Accounting Auditors.

Article 21. (Limitation of Liabilities of Directors and Liability Limitation Agreement with Outside Directors)

Article 21. (Limitation of Liabilities of Directors and Liability Limitation Agreement with Directors)

1. The Corporation may, by a resolution of the Board of Directors of the Corporation, exempt Directors from their liabilities provided for in Article 423, Paragraph 1 of the Companies Act, to the extent permitted by law.

1. *[Not amended]*

2. The Corporation may enter into a liability limitation agreement with outside Directors, which shall limit the maximum amount of their liabilities provided for in Article 423, Paragraph 1 of the Companies Act to the higher of either thirty million yen (30,000,000 yen) or an aggregate sum of the amounts prescribed in each item of Article 425, Paragraph 1 of the Companies Act.

2. The Corporation may enter into a liability limitation agreement with Directors (excluding Directors who execute business of the Corporation), which shall limit the maximum amount of their liabilities provided for in Article 423, Paragraph 1 of the Companies Act to the higher of either thirty million yen (30,000,000 yen) or an aggregate sum of the amounts prescribed in each item of Article 425, Paragraph 1 of the Companies Act.

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2

2. To elect 12 Directors.

The terms of office of all 12 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, and expertise in various fields including technology, possess 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 has made a filing with the Tokyo Stock Exchange indicating that each of them will be an independent director. The 2 candidates for Director who will concurrently serve as Corporate Executive Officers satisfy the qualification that they shall, in their roles as Corporate Executive Officers, be those responsible for determining the fundamental policies and strategies regarding the management and governance of Sony Group.

All Directors Qualifications:

- Shall not be a director, a statutory auditor, a corporate executive officer, a general manager or other employees of
- (1) 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:

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(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.

| Name | Current Responsibility as | Record of attendance at the |
|-----------------------------|--|-----------------------------|
| | a Director | Board of Directors Meetings |
| 1. Kazuo Hirai | Reappointment Member of the Nominating Committee | 100% (10/10) |
| 2. Kenichiro Yoshida | Reappointment Member of the Nominating Committee | 100% (7/ 7)* |
| 3. Kanemitsu Anraku | Reappointment Member of the Audit Committee | 100% (10/10) |
| | Candidate for outside Director | |
| 4. Osamu Nagayama | Reappointment Chairman of the Board | 100% (10/10) |
| | Candidate for outside Director | |
| 5. Takaaki Nimura | Reappointment Chair of the Audit Committee | 100% (10/10) |
| | Candidate for outside Director | |
| 6. Eikoh Harada | Reappointment Chair of the Compensation Committee | 100% (10/10) |
| | Candidate for outside Director | |
| 7. Joichi Ito | Reappointment Member of the Nominating Committee | 90% (9/10) |
| | Candidate for outside Director | |
| 8. Tim Schaaff | Reappointment Member of the Nominating Committee | 100% (10/10) |
| 9. Kazuo Matsunaga | Reappointment Member of the Audit Committee | 100% (7/ 7)* |

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| | | | |
|--------------------------|--------------------------------|--------------------------------------|---------------|
| 10. Koichi Miyata | Candidate for outside Director | | |
| | Reappointment | Member of the Nominating Committee | 100% (7/ 7)* |
| 11. John V. Roos | Candidate for outside Director | | |
| | Reappointment | Member of the Nominating Committee | 100% (7/ 7)* |
| 12. Eriko Sakurai | Candidate for outside Director | | |
| | Reappointment | Member of the Compensation Committee | 100% (7/ 7)* |

The candidates for Director are as follows:

Notes:

1. Above responsibilities of each candidate for Director have been assigned until the conclusion of this Meeting. Since Mr. Yoshida, Mr. Matsunaga, Mr. Miyata, Mr. Roos and Ms. Sakurai were newly elected at the Ordinary General Meeting of Shareholders held on June 19, 2014, the number of Board meetings they were eligible to attend is different from other directors.

3

1. Kazuo Hirai Reappointment

As the Chief Executive Officer of Sony Group, this candidate is responsible for overall management of the entire Group. Since 2012, he has served as a Director who concurrently serves as a Corporate Executive Officer of the Corporation.

| | |
|--|------------------------------------|
| Responsibility as a Director | Member of the Nominating Committee |
| Date of Birth | December 22, 1960 |
| Number of Years Served as a Director | 3 years |
| Number of the Corporation's Shares Held | 9,800 shares |

Brief Personal History and Principal Business Activities Outside the Corporation

| | |
|--------------|---|
| April 1984 | Joined 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. |
| June 2007 | Chairman, Sony Computer Entertainment America LLC President and Group Chief Executive Officer, Sony Computer Entertainment Inc. Executive Vice |
| April 2009 | President, Corporate Executive Officer, Sony Corporation Executive Deputy |
| April 2011 | President, Representative Corporate Executive Officer, Sony Corporation Chairman, Sony |
| September 2011 | Computer Entertainment Inc. President and Chief Executive Officer, |
| April 2012 | Representative Corporate Executive Officer, Sony Corporation (present) |
| June 2012 | Director, Sony Corporation (present) |

2. Kenichiro Yoshida Reappointment

Of the headquarters functions, this candidate is responsible for Corporate Planning and Control, Corporate Strategy, Accounting, Tax, Finance, Investor Relations, Disclosure Controls, Information Systems, Internal Audit and SOX 404 management. Since 2014, he has served as a Director who concurrently serves as a Corporate Executive

Officer of the Corporation.

| | |
|--|--------------------------------------|
| Responsibility as a Director | Member of the Nominating Committee |
| | Member of the Compensation Committee |
| Date of Birth | October 20, 1959 |
| Number of Years Served as a Director | 1 year |
| Number of the Corporation's Shares Held | 18,900 shares |

Brief Personal History and Principal Business Activities Outside the Corporation

| | |
|---------------|--|
| April 1983 | Joined Sony Corporation |
| July 2000 | Joined 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 |
| June 2014 | Director, Sony Corporation (present) |
| April 2015 | Executive Deputy 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.

Responsibility as a Director Member of the Audit Committee

Date of Birth April 21, 1941

Number of Years Served as a Director 5 years

Number of the Corporation's Shares Held 4,300 shares

Brief Personal History and Principal Business Activities Outside the Corporation

| | |
|------------|---|
| April 1964 | Joined Nissan Motor Co., Ltd. |
| June 1993 | Director, Nissan Motor Co., Ltd. |
| June 1997 | Managing Director, Nissan Motor Co., Ltd. Executive Vice |
| May 1999 | 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 | Outside 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.

| | |
|--|---|
| | Chairman of the Board |
| Responsibility as a Director | Chair of the Nominating Committee |
| Date of Birth | April 21, 1947 |
| Number of Years Served as a Director | 5 years |
| Number of the Corporation's Shares Held | 3,000 shares |

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

| | |
|---------------|--|
| April 1971 | Joined The Long-Term Credit Bank of Japan, Limited |
| November 1978 | Joined Chugai Pharmaceutical Co., Ltd. Member of the Board, |
| March 1985 | Chugai Pharmaceutical Co., Ltd. |
| March 1987 | Director and Senior Vice President, Chugai Pharmaceutical Co., Ltd |

| | |
|----------------|---|
| March 1989 | Representative Director and 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) Representative Director, Chairman and Chief |
| March 2012 | 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.

Responsibility as a Director Chair of the Audit Committee

Date of Birth October 25, 1949

Number of Years Served as a Director 3 years

Number of the Corporation's Shares Held 900 shares

Brief Personal History and Principal Business Activities Outside the Corporation

| | |
|--------------|--|
| October 1974 | Joined 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 | Joined Showa Ota & Co. |
| May 1997 | Senior Partner, Showa Ota & Co. Executive Board |
| August 2008 | 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.

Responsibility as a Director Chair of the
Compensation
Committee

Date of Birth December 3,
1948

Number of Years Served as a Director 2 years

Number of the Corporation's Shares Held 1,000 shares

Brief Personal History and Principal Business Activities Outside the Corporation

April 1972 Joined NCR Japan, Ltd.
Joined

November 1980 Yokogawa-Hewlett-Packard
Company

January 1983 Director, Schlumberger
Group

October 1994 Director, Apple Japan, Inc.
President, Apple Japan, Inc.

April 1997 Vice President, Apple
Computer, Inc.

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. Director, Sony Corporation (present) |
| June 2013 | Director, Benesse Holdings, Inc. Chairman, Director, McDonald's Holdings Company (Japan), Ltd. |
| March 2014 | Chairman, Director, McDonald's Company (Japan), Ltd. Representative Director, Chairman and CEO, Benesse Holdings, Inc. (present) |
| June 2014 | Representative Director and CEO, Benesse Corporation (present) |
| October 2014 | |

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.

Responsibility as a Director Member of the Nominating Committee
Date of Birth June 19, 1966
Number of Years Served as a Director 2 years
Number of the Corporation's Shares Held

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 | Outside Director, Tucows Inc. (present) |
| April 2011 | Director, MIT Media Lab, Massachusetts Institute of Technology (present) |
| June 2012 | Outside Director, The New York Times |

June 2013 Company (present)
 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 non-executive Director of the Corporation.

Responsibility as a Director Member of the Nominating Committee

Date of Birth December 5, 1959

Number of Years

Served as a Director 2 years

Number of the Corporation's Shares Held 5,000 shares

Brief Personal History and Principal Business Activities Outside the Corporation

December 1982 Joined New England Digital Corporation
 July 1991 Joined Apple Computer, Inc.
 1998 Vice President, Apple Computer, Inc.
 Senior Vice President,
 December 2005 Sony Corporation of America
 Deputy President,
 November 2006 Technology Development Group,
 Sony Corporation

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| | |
|---------------|---|
| 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 Reappointment
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. Since 2014, he has served as an outside Director of the Corporation.

Responsibility as a Director Member of the Audit Committee
Date of Birth February 28, 1952
Number of Years Served as a Director 1 year
Number of the Corporation's Shares Held 300 shares

Brief Personal History and Principal Business Activities Outside the Corporation

| | |
|----------------|--|
| April 1974 | Joined 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 |

| | |
|------------|---|
| March 2012 | Advisor, Sompo Japan Insurance Inc. (currently Sompo Japan Nipponkoa Insurance Inc.) (present) Specially-appointed Professor, Graduate School of International Corporate Strategy, Hitotsubashi University (present) |
| April 2012 | |
| June 2013 | Outside Director, Sumitomo Corporation (present) Outside Director, Takasago Thermal Engineering Co., Ltd. (present) |
| June 2014 | Director, Sony Corporation (present) Outside Director, Hashimoto Sogyo Co., Ltd. (present) President, Japan Cooperation Center for the Middle East (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 Reappointment
Candidate for
outside
Director

This candidate has extensive insight and expertise regarding bank management. Since 2014, he has served as an outside Director of the Corporation.

| | |
|-------------------------------------|------------------------------------|
| Responsibility as a Director | Member of the Nominating Committee |
| Date of Birth | November 16, 1953 1 year |

**Number of Years
Served as a
Director
Number of the
Corporation's
Shares Held**

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

| | |
|--------------|---|
| April 1976 | Joined 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) |
| June 2014 | Director, Sumitomo Mitsui Banking Corporation (present) |
| | Director, Sony 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, 2015, 115 billion yen) is 0.2% of the total loan balance of SMBC and he meets our qualifications for outside Director.

11. John V. Roos Reappointment
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. Since 2014, he has served as an outside Director of the Corporation.

Responsibility as a Director Member of the
Nominating
Committee

Date of Birth February 14,
1955

Number of Years

Served as a Director 1 year

Number of the Corporation's Shares Held

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 Managing Director of Professional Services, |
| February 2000 | Wilson Sonsini Goodrich & Rosati |
| February 2005 | Chief Executive Officer, Wilson Sonsini Goodrich |

| | |
|----------------|--|
| | & Rosati |
| August 2009 | United States Ambassador to Japan |
| September 2013 | Outside 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) |
| June 2014 | Director, Sony Corporation (present) |

12. Eriko Sakurai Reappointment
Candidate for
outside
Director

This candidate has extensive insight and experience in managing global companies. Since 2014, she has served as an outside Director of the Corporation.

| | |
|--|--|
| Responsibility as a Director | Member of the Compensation Committee |
| Date of Birth | November 16, 1960 |
| Number of Years Served as a Director | 1 year |
| Number of the Corporation's Shares Held | |

Brief Personal History and Principal Business Activities Outside the Corporation

June 1987

| | |
|------------|--|
| May 2008 | Joined Dow Corning Corporation Director, Dow Corning Toray Co., Ltd. Chairman and Chief Executive Officer, |
| March 2009 | Representative Director, Dow Corning Toray Co., Ltd. (present) |
| May 2011 | Regional President - Japan/Korea, Dow Corning Corporation (present) |
| June 2014 | Director, Sony Corporation (present) |

Note: The Corporation has concluded agreements limiting the liability of the 9 director candidates, each of whom is currently an outside Director. If both proposal 1 and the election of Mr. Schaaff in proposal 2 are approved, the Corporation plans to conclude such an agreement with him. For a summary of the limited liability agreement, please refer to page 15.

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

It is proposed that the Corporation will issue stock acquisition rights to corporate executive officers and employees of the Corporation, and directors and employees of subsidiaries of the Corporation, 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.

In connection with this agenda, no such stock acquisition rights will be issued to outside 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 corporate executive officers and employees of the Corporation, and directors and employees of subsidiaries of the Corporation, for the purpose of giving them 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:

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

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.

$$\begin{array}{l} \text{Exercise Price} \\ \text{after adjustment} \end{array} = \begin{array}{l} \text{Exercise Price} \\ \text{before adjustment} \end{array} \times \begin{array}{l} 1 \\ \text{Ratio of split or consolidation} \end{array}$$

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:

For a summary of the Stock Acquisition Rights issued by the Corporation in the past, please refer to pages 15 to 17. 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 1. 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.

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 0.24 percent of the total shares outstanding as of March 31, 2015. 2. 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 19,162,400, which represents 1.64 percent of the total shares outstanding as of March 31, 2015.

[For Reference]

Outline of Limited Liability Agreement

Pursuant to the Articles of Incorporation, the Corporation entered into the Limited Liability Agreement with all 9 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, 2015).

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, 2015)

| 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 tenth series of Common Stock Acquisition Rights | November 17, 2006 ~ November | 7,220 | 722,000 Common Stock | ¥ 4,060 | 13.7% |

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| | | | | | |
|---|--|--------|---------------------------|-----------------|-------|
| (November 17, 2005) The eleventh series of Common Stock Acquisition Rights | 16, 2015 November 18, 2005 ~ November 17, 2015 | 7,880 | 788,000 Common Stock | U.S.\$ 34.14 | 29.6% |
| (November 17, 2005) The twelfth series of Common Stock Acquisition Rights | November 16, 2006 ~ November 15, 2016 | 7,607 | 760,700 Common Stock | ¥ 4,756 | 1.5% |
| (November 16, 2006) The thirteenth series of Common Stock Acquisition Rights | November 17, 2006 ~ November 16, 2016 | 10,145 | 1,014,500 Common Stock | U.S.\$ 40.05 | 7.0% |
| (November 16, 2006) The fourteenth series of Common Stock Acquisition Rights | November 14, 2007 ~ November 13, 2017 | 5,312 | 531,200 Common Stock | ¥ 5,514 | — |
| (November 14, 2007) 14 | | | | | |

| 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 fifteenth series of Common Stock Acquisition Rights (November 14, 2007) | November 14, 2007 ~ November 13, 2017 | 11,269 | 1,126,900 Common Stock | U.S.\$ 48.15 | — |
| The sixteenth series of Common Stock Acquisition Rights (November 18, 2008) | November 18, 2009 ~ November 17, 2018 | 5,781 | 578,100 Common Stock | ¥ 2,987 | 0.3% |
| The seventeenth series of Common Stock Acquisition Rights (November 18, 2008) | November 18, 2009 ~ November 17, 2018 | 10,661 | 1,066,100 Common Stock | U.S.\$ 30.24 | 4.5% |
| The eighteenth series of Common Stock Acquisition Rights (December 9, 2009) | December 9, 2010 ~ December 8, 2019 | 4,885 | 488,500 Common Stock | ¥ 2,595 | 13.0% |
| The nineteenth series of Common Stock Acquisition Rights (December 9, 2009) | December 9, 2010 ~ December 8, 2019 | 11,702 | 1,170,200 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 | 6,051 | 605,100 Common Stock | ¥ 2,945 | 5.1% |
| The twenty-first series of Common Stock Acquisition Rights (November 18, 2010) | November 18, 2011 ~ November 17, 2020 | 12,064 | 1,206,400 Common Stock | U.S.\$ 35.48 | — |
| The twenty-second series of Common Stock Acquisition Rights (November 22, 2011) | November 22, 2012 ~ November 21, 2021 | 4,391 | 439,100 Common Stock | \ 1,523 | 41.0% |
| The twenty-third series of Common Stock Acquisition Rights (November 22, 2011) | November 22, 2012 ~ November 21, 2021 | 11,900 | 1,190,000 Common Stock | U.S.\$ 19.44 | 16.3% |

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| | | | | |
|---|-------------------|---------|--------------|-------|
| The twenty-fourth series of Common Stock Acquisition Rights (December 4, 2012) | December 4, 2013 | 476,100 | | |
| | 4,761 | | \ 932 | 29.3% |
| The twenty-fifth series of Common Stock Acquisition Rights (December 4, 2012) | December 4, 2013 | 774,600 | | |
| | 7,746 | | U.S.\$ 11.23 | 19.4% |
| The twenty-sixth series of Common Stock Acquisition Rights (November 20, 2013) | December 4, 2013 | 826,400 | | |
| | 8,264 | | \ 2,007 | — |
| The twenty-seventh series of Common Stock Acquisition Rights (November 20, 2013) | November 20, 2014 | 889,000 | | |
| | 8,890 | | U.S.\$ 20.01 | 6.2% |
| The twenty-eighth series of Common Stock Acquisition Rights (November 20, 2014) | November 20, 2015 | 860,400 | | |
| | 8,604 | | \ 2,410.5 | — |
| The twenty-ninth series of Common Stock Acquisition Rights (November 20, 2014) | November 20, 2015 | 899,100 | | |
| | 8,991 | | U.S.\$ 20.67 | — |

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, 2015)

| Name | Directors (Excluding Outside Directors) and Corporate Executive Outside Directors Officers | | |
|--|--|-------------------|--|
| | Number of shares to be issued or transferred | Number of holders | Number of shares to be issued or transferred |
| The tenth series of Common Stock Acquisition Rights | 38,400 | 5 | |
| The twelfth series of Common Stock Acquisition Rights | 17,200 | 4 | |
| The thirteenth series of Common Stock Acquisition Rights | 24,000 | 1 | |
| The fourteenth series of Common Stock Acquisition Rights | 18,500 | 4 | |
| The fifteenth series of Common Stock Acquisition Rights | 30,000 | 1 | |
| The sixteenth series of Common Stock Acquisition Rights | 27,800 | 5 | |
| The seventeenth series of Common Stock Acquisition Rights | 30,000 | 1 | |
| The eighteenth series of Common Stock Acquisition Rights | 41,000 | 5 | |
| The nineteenth series of Common Stock Acquisition Rights | 50,000 | 1 | |
| The twentieth series of Common Stock Acquisition Rights | 51,000 | 5 | 3,600 |
| The twenty-first series of Common Stock Acquisition Rights | 50,000 | 1 | |
| The twenty-second series of Common Stock Acquisition Rights | 72,000 | 5 | |
| The twenty-third series of Common Stock Acquisition Rights | 80,000 | 1 | |
| The twenty-fourth series of Common Stock Acquisition Rights | 98,000 | 5 | |
| The twenty-fifth series of Common Stock Acquisition Rights | 200,000 | 1 | |
| The twenty-sixth series of Common Stock Acquisition Rights | 140,000 | 6 | |
| The twenty-seventh series of Common Stock Acquisition Rights | 200,000 | 1 | |
| The twenty-eighth series of Common Stock Acquisition Rights | 205,000 | 6 | |
| The twenty-ninth series of Common Stock Acquisition Rights | 100,000 | 1 | |

(2) Stock Acquisition Rights allocated to employees and others by the Corporation during the fiscal year ended March 31, 2015

The details of these Stock Acquisition Rights are mentioned in the twenty-eighth and twenty-ninth 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-eighth series of Common Stock Acquisition Rights | 306,800 | 158 | 323,600 | 203 |
| The twenty-ninth series of Common Stock Acquisition Rights | 1,000 | 1 | 811,000 | 556 |

Dated: May 28, 2015