

SONY CORP
Form 6-K
May 18, 2016

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 2016
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 18, 2016

SONY CORPORATION

Notice of the Ordinary General Meeting of

Shareholders to be held on June 17, 2016

To the Registered Holders of American Depositary Receipts representing shares of 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 17, 2016 (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, 2016 (from April 1, 2015 to March 31, 2016) pursuant to the Companies Act of Japan.

PROPOSALS TO BE ACTED UPON:

1. To elect 11 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, 2016 (from April 1, 2015 to March 31, 2016).

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/stock/shareholders_meeting/Meeting99/

PROPOSALS TO BE ACTED UPON:

1. To elect 11 Directors.

The term 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 11 Directors is proposed.

Policy and procedures for the selection of director candidates

With a view toward securing effective input and oversight by the Board, the Nominating Committee reviews and selects candidates for the Board with the aim of assuring that a substantial part of the Board is comprised of qualified outside directors that satisfy the independence requirements established by Sony and by law.

The Nominating Committee selects candidates that it views as well-suited to be directors in light of the Board's purpose of enhancing the corporate value of Sony Group. The Nominating Committee broadly considers various relevant factors, including a candidate's capabilities (such as the candidate's experience, achievements, expertise and international fluency), availability, and independence, as well as diversity in the boardroom, the appropriate size of the Board, and the knowledge, experiences and talent needed for the role.

The Board Charter also requires that the Board consist of not fewer than ten (10) directors and not more than twenty (20) directors.

Director Qualifications

In addition to the qualifications under the Companies Act of Japan, 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 11 director candidates, 8 are candidates for outside Director. As of the date of this proposal, each of the 8 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.

All Directors Qualifications:

- Shall not be a director, a statutory auditor, a corporate executive officer, a general manager or other employee 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.

Qualifications of Directors who are Corporate Executive Officers:

- (1) 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.

Outside Directors Qualifications:

- 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).
- (1)
- Shall not be a director, a statutory auditor, a corporate executive officer, a general manager or other employee 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.
- (2)

The candidates for Director are as follows:

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% (8/8)
2. Kenichiro Yoshida	Reappointment	Member of the Compensation Committee Chairman of the Board 100% (8/8)
3. Osamu Nagayama	Reappointment	Chair of the Nominating Committee 88% (7/8)
4. Takaaki Nimura	Candidate for outside Director	Chair of the Audit Committee 100% (8/8)
5. Eikoh Harada	Reappointment	Chair of the Compensation Committee 100% (8/8)
6. Joichi Ito	Candidate for outside Director	88% (7/8)
7. Tim Schaaff	Reappointment	100% (8/8)
8. Kazuo Matsunaga	Reappointment	Member of the Audit Committee 100% (8/8)
9. Koichi Miyata	Candidate for outside Director	Member of the Nominating Committee 100% (8/8)
10. John V. Roos	Reappointment	Member of the Nominating Committee 100% (8/8)
11. Eriko Sakurai	Candidate for outside Director	Member of the Compensation Committee 100% (8/8)
	Reappointment	
	Candidate for outside Director	

Notes:

1. Above responsibilities of each candidate for Director have been assigned until the conclusion of this Meeting. New responsibilities of each candidate for Director will be determined at the meeting of the Board of Directors which will be held after this Meeting.

The Corporation has concluded agreements limiting the liability for 9 of the director candidates, each of whom is currently an outside Director or a non-executive Director. For a summary of the limited liability agreement, please refer to page 15.

1. Kazuo Hirai Reappointment

Responsibility as a Director Member of the Nominating Committee

Date of Birth December 22, 1960

Number of Years Served as a Director 4 years

Record of attendance at the Board of Directors Meetings 100% (8/8)

Record of attendance at the Nominating Committee Meetings 100% (5/5)

Number of the Corporation's Shares Held 11,700 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, Sony Computer Entertainment Inc.
April 1999	President and Chief Operating Officer, Sony Computer Entertainment America LLC
August 2003	President and Chief Executive Officer, Sony

December 2006	Computer Entertainment America LLC 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.
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)

Reasons for the Nomination

As the Chief Executive Officer of Sony Group, this candidate is responsible for overall management of the entire Group, and he is nominated to be a candidate for Director by resolution of the Nominating Committee. If reelected, at the meeting of the Board of Directors to be held after this Meeting, he will be reappointed as the Chief Executive Officer.

2. Kenichiro Yoshida Reappointment

Responsibility as a Director Member of the Compensation Committee
Date of Birth October 20, 1959
Number of Years Served as a Director 2 years
Record of attendance at the Board of Directors Meetings 100% (8/8)
Record of attendance at the Compensation Committee Meetings 100% (5/5)
Number of the Corporation's Shares Held 32,700 shares

Brief Personal History and Principal Business Activities Outside the Corporation

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

Reasons for the Nomination

As the Chief Financial Officer, this candidate is responsible for the headquarters functions of Corporate Planning and Control, Corporate Strategy, Accounting, Tax, Finance, Investor Relations, Disclosure Controls, Information Systems, Internal Audit and SOX 404 management, and he is nominated to be a candidate for Director by resolution of the Nominating Committee. If reelected, at the meeting of the Board of Directors to be held after this Meeting, he will be reappointed as the Chief Financial Officer.

3. Osamu Nagayama Reappointment
Candidate for
outside
Director

	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	6 years
Record of attendance at the Board of Directors Meetings	88% (7/8)
Record of attendance at the Nominating Committee Meetings	80% (4/5)
Number of the Corporation's Shares Held	3,800 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.
March 1985	Member of the Board, 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. Representative Director, President and Chief Executive Officer, Chugai Pharmaceutical Co., Ltd.
September 1992	
	Member of Enlarged Corporate Executive Committee, F. Hoffmann-La Roche Ltd. (present)
January 2006	
	Director, Sony Corporation (present)
June 2010	
	Representative Director, Chairman and Chief Executive Officer, Chugai Pharmaceutical Co., Ltd. (present)
March 2012	

Reasons for the Nomination

This candidate has extensive insight and experience in managing global companies, and he is nominated to be a candidate for outside Director by resolution of the Nominating Committee.

4. Takaaki Nimura Reappointment
Candidate for
outside
Director

Responsibility as a Director	Chair of the Audit Committee
Date of Birth	October 25, 1949
Number of Years Served as a Director	4 years
Record of attendance at the Board of Directors Meetings	100% (8/8)

Record of attendance at the Audit Committee Meetings
 100% (6/6)
Number of the Corporation's Shares Held
 1,100 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)
	Outside Audit & Supervisory Board
March 2016	Member, Chugai Pharmaceutical Co., Ltd. (present)

Reasons for the Nomination

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, and he is nominated to be a candidate for outside Director by resolution of the Nominating Committee.

5. Eikoh Harada Reappointment
Candidate for
outside
Director

Responsibility as a Director Chair of the
Compensation
Committee

Date of Birth December 3,
1948

Number of Years Served as a Director 3 years

Record of attendance at the Board of Directors Meetings 100% (8/8)

Record of attendance at the Compensation Committee Meetings 100% (5/5)

Number of the Corporation's Shares Held 1,400 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.
Chairman, President and
Chief Executive Officer,
Representative Director,
McDonald's Holdings
Company (Japan), Ltd.

March 2005 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	

Reasons for the Nomination

This candidate has experience in various global companies as well as extensive insight in information technology and consumer businesses, and he is nominated to be a candidate for outside Director by resolution of the Nominating Committee.

6. Joichi Ito	Reappointment Candidate for outside Director
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Responsibility as a Director

Date of Birth	June 19, 1966
Number of Years Served as a Director	3 years
Record of attendance at the Board of Directors Meetings	88% (7/8)
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.
August 2006	Director, CGM Marketing, Inc. (currently BI. Garage, Inc.) (present)
September 2006	Director, Digital Garage, Inc. (present)
April 2011	Director, MIT Media Lab, Massachusetts Institute of Technology (present)
June 2012	Outside Director, The New York Times Company (present)
June 2013	Director, Sony Corporation (present)

Reasons for the Nomination

In addition to experience as a founder of internet-related companies and a venture capitalist, this candidate has a profound knowledge of open innovation, and he is nominated to be a candidate for outside Director by resolution of the Nominating Committee.

7. Tim Schaaff Reappointment

Responsibility as a Director

Date of Birth December 5, 1959

Number of Years

Served as a Director 3 years

Record of attendance at the Board of Directors Meetings 100% (8/8)

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
	President, Sony Media
June 2008	Software and Services Inc.
	President, Sony
December 2009	Network Entertainment International LLC
June 2013	Director, Sony Corporation (present)
January 2014	Independent startup advisor (present)
July 2015	

Chief Product Officer,
Intertrust Technologies
Corporation (present)

Reasons for the Nomination

In addition to expertise in software technology and network services, this candidate has experience in leading the network services business in Sony, and he is nominated to be a candidate for Director by resolution of the Nominating Committee. This candidate does not satisfy the qualification for outside Director since he worked in Sony Group in the past.

8. Kazuo Matsunaga Reappointment
Candidate for
outside
Director

Responsibility as a Director	Member of the Audit Committee
Date of Birth	February 28, 1952
Number of Years Served as a Director	2 years
Record of attendance at the Board of Directors Meetings	100% (8/8)
Record of attendance at the Audit Committee Meetings	100% (6/6)
Number of the Corporation's Shares Held	700 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
April 2012	Specially-appointed Professor, Graduate School of International Corporate Strategy, Hitotsubashi University (present)
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. (currently Hashimoto Sogyo Holdings Co., Ltd.) (present)
	President, Japan Cooperation Center for the Middle East (present)
April 2016	Vice Chairman of the Board, Mitsubishi Fuso Truck and Bus Corporation (present)

Reasons for the Nomination

This candidate has extensive insight and experience in global industry and administration through his career at Ministry of Economy, Trade and Industry, and he is nominated to be a candidate for outside Director by resolution of the Nominating Committee.

* 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.

9. Koichi Miyata Reappointment
 Candidate for
 outside
 Director

Responsibility as a Director Member of the
 Nominating
 Committee

Date of Birth November 16,
 1953

**Number of
 Years Served as a Director** 2 years

**Record of
 attendance at
 the Board of
 Directors
 Meetings** 100% (8/8)

**Record of
 attendance at
 the Nominating
 Committee
 Meetings** 100% (5/5)

**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. Director, Sumitomo Mitsui Financial Group, Inc.
June 2010	
April 2011	Director and President, Sumitomo Mitsui Financial Group, Inc. (present) Director, Sumitomo Mitsui Banking Corporation (present)
June 2014	Director, Sony Corporation (present)

Reasons for the Nomination

This candidate has extensive insight and expertise regarding bank management, and he is nominated to be a candidate for outside Director by resolution of the Nominating Committee.

* 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, 2016, 62.7 billion yen) is 0.1% of the total loan balance of SMBC and he meets our qualifications for outside Director.

10. John V. Roos	Reappointment Candidate for outside Director
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Responsibility as a Director	Member of the Nominating Committee
Date of Birth	February 14, 1955
Number of Years Served as a Director	2 years
Record of attendance at the Board of Directors Meetings	100% (8/8)
Record of attendance at the Nominating Committee	100% (5/5)

**Meetings
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 Chief Executive Officer,
February 2005	Wilson Sonsini Goodrich & Rosati
August 2009	United States Ambassador to Japan Outside Director,
September 2013	Salesforce.com, inc. (present) Chief Executive Officer,
October 2013	The Roos Group, LLC (present) Member of Global
December 2013	Advisory Board, Mitsubishi UFJ Financial Group, Inc. (present) Senior Advisor,
April 2014	Centerview Partners LLC (present)
June 2014	Director, Sony Corporation (present) Founding Partner,
May 2015	Geodesic Capital (present)

Reasons for the Nomination

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, and he is

nominated to be a candidate for outside Director by resolution of the Nominating Committee.

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11. Eriko Sakurai Reappointment
Candidate for
outside
Director

**Responsibility
as a Director** Member of the
Compensation
Committee

Date of Birth November 16,
1960

**Number of
Years Served
as a Director** 2 years

**Record of
attendance at
the Board of
Directors** 100% (8/8)

**Meetings
Record of
attendance at
the
Compensation
Committee
Meetings** 100% (5/5)

**Number of the
Corporation's
Shares Held**

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

June 1987	Joined Dow Corning Corporation
May 2008	Director, Dow Corning Toray Co., Ltd. Chairman and Chief Executive Officer,
March 2009	Representative Director, Dow Corning Toray Co., Ltd. (present) Regional President -
May 2011	Japan/Korea, Dow Corning Corporation (present)
June 2014	Director, Sony Corporation (present)

June 2015 Outside Director,
Sumitomo Mitsui
Financial Group, Inc.
(present)

Reasons for the Nomination

This candidate has extensive insight and experience in managing global companies, and she is nominated to be a candidate for outside Director by resolution of the Nominating Committee.

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 corporate executive officers and employees of the Corporation, and directors, officers 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, officers 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, 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 35,000.

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 3,500,000 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:

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

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 day immediately after the allotment date of 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), 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 day immediately after the allotment date of Stock Acquisition Rights, 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.

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

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 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.
- 1.

The maximum limit of the aggregate number of shares to be issued or transferred upon exercise of the Stock Acquisition Rights is 3,500,000, which represents 0.28 percent of the total shares outstanding as of March 31, 2016.

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 19,278,200, which represents 1.53 percent of the total shares outstanding as of March 31, 2016.

[For Reference]**Outline of Limited Liability Agreement**

Pursuant to the Articles of Incorporation, the Corporation entered into the Limited Liability Agreement with 9 outside Directors and one non-executive Director (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, 2016).

A summary of that Agreement is as follows:

(1) In a case where the outside Director or the non-executive 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 or the non-executive Director acted in good faith without any gross negligence in performing his/her duties.

(2) In a case where the outside Director or the non-executive Director is reelected as an outside Director or a non-executive 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 or a non-executive 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, 2016)

Name	Exercise period	Total number of SARs issued	Number of shares to be issued or transferred	Exercise price	Percentage of SARs exercised
(Date of issuance)					
The twelfth series of		6,996	699,600	¥ 4,756	1.6%

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Common Stock Acquisition Rights	November 16, 2006		Common Stock		
(November 16, 2006)	~ November 15, 2016				
The thirteenth series of	November 17, 2006		972,000		
Common Stock Acquisition Rights	~ November 16, 2016	9,720	Common Stock	U.S.\$ 40.05	7.3%
(November 16, 2006)					
The fourteenth series of	November 14, 2007		456,100		
Common Stock Acquisition Rights	~ November 13, 2017	4,561	Common Stock	¥ 5,514	—
(November 14, 2007)					
The fifteenth series of	November 14, 2007		1,063,500		
Common Stock Acquisition Rights	~ November 13, 2017	10,635	Common Stock	U.S.\$ 48.15	—
(November 14, 2007)					
The sixteenth series of	November 18, 2009		486,400		
Common Stock Acquisition Rights	~ November 17, 2018	4,864	Common Stock	¥ 2,987	11.2%
(November 18, 2008)					

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 seventeenth series of Common Stock Acquisition Rights (November 18, 2008)	November 18, 2009 ~ November 17, 2018	9,918	991,800 Common Stock	U.S.\$ 30.24	7.4%
The eighteenth series of Common Stock Acquisition Rights (December 9, 2009)	December 9, 2010 ~ December 8, 2019	4,118	411,800 Common Stock	¥ 2,595	24.0%
The nineteenth series of Common Stock Acquisition Rights (December 9, 2009)	December 9, 2010 ~ December 8, 2019	10,812	1,081,200 Common Stock	U.S.\$ 29.56	5.3%
The twentieth series of Common Stock Acquisition Rights (November 18, 2010)	November 18, 2011 ~ November 17, 2020	5,210	521,000 Common Stock	¥ 2,945	12.7%
The twenty-first series of Common Stock Acquisition Rights (November 18, 2010)	November 18, 2011 ~ November 17, 2020	11,004	1,100,400 Common Stock	U.S.\$ 35.48	—
The twenty-second series of Common Stock Acquisition Rights (November 22, 2011)	November 22, 2012 ~ November 21, 2021	3,517	351,700 Common Stock	¥ 1,523	52.5%
The twenty-third series of Common Stock Acquisition Rights (November 22, 2011)	November 22, 2012 ~ November 21, 2021	10,772	1,077,200 Common Stock	U.S.\$ 19.44	23.8%
The twenty-fourth series of Common Stock Acquisition Rights (December 4, 2012)	December 4, 2013 ~ December 3, 2022	3,710	371,000 Common Stock	¥ 932	43.8%
The twenty-fifth series of Common Stock Acquisition Rights (December 4, 2012)	December 4, 2013 ~ December 3, 2022	6,809	680,900 Common Stock	U.S.\$ 11.23	27.0%

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The twenty-sixth series of Common Stock Acquisition Rights (November 20, 2013)	November 20, 2014 ~ November 19, 2023	7,251	725,100 Common Stock	¥ 2,007	10.3%
The twenty-seventh series of Common Stock Acquisition Rights (November 20, 2013)	November 20, 2014 ~ November 19, 2023	8,037	803,700 Common Stock	U.S.\$ 20.01	10.8%
The twenty-eighth series of Common Stock Acquisition Rights (November 20, 2014)	November 20, 2015 ~ November 19, 2024	8,506	850,600 Common Stock	¥ 2,410.5	0.1%
The twenty-ninth series of Common Stock Acquisition Rights (November 20, 2014)	November 20, 2015 ~ November 19, 2024	8,262	826,200 Common Stock	U.S.\$ 20.67	1.1%
The thirtieth series of Common Stock Acquisition Rights (November 19, 2015)	November 19, 2016 ~ November 18, 2025	11,875	1,187,500 Common Stock	¥ 3,404	—
The thirty-first series of Common Stock Acquisition Rights (November 19, 2015)	November 19, 2016 ~ November 18, 2025	11,205	1,120,500 Common Stock	U.S.\$ 27.51	—

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, 2016)

Name	Directors (Excluding Outside Directors) and Corporate Executive Officers		Number of shares to be issued or transferred		Number of holders
	Number of shares to be issued or transferred	Number of holders	Number of shares to be issued or transferred	Number of holders	
The twelfth series of Common Stock Acquisition Rights	10,400	4			
The thirteenth series of Common Stock Acquisition Rights	24,000	1			
The fourteenth series of Common Stock Acquisition Rights	14,500	4			
The fifteenth series of Common Stock Acquisition Rights	30,000	1			
The sixteenth series of Common Stock Acquisition Rights	16,800	4			
The seventeenth series of Common Stock Acquisition Rights	30,000	1			
The eighteenth series of Common Stock Acquisition Rights	23,000	4			
The nineteenth series of Common Stock Acquisition Rights	50,000	1			
The twentieth series of Common Stock Acquisition Rights	27,000	4	3,600		2
The twenty-first series of Common Stock Acquisition Rights	50,000	1			
The twenty-second series of Common Stock Acquisition Rights	27,000	4			
The twenty-third series of Common Stock Acquisition Rights	80,000	1			
The twenty-fourth series of Common Stock Acquisition Rights	43,300	4			
The twenty-fifth series of Common Stock Acquisition Rights	200,000	1			
The twenty-sixth series of Common Stock Acquisition Rights	63,900	5			
The twenty-seventh series of Common Stock Acquisition Rights	200,000	1			
The twenty-eighth series of Common Stock Acquisition Rights	145,000	5			
The twenty-ninth series of Common Stock Acquisition Rights	100,000	1			
The thirtieth series of Common Stock Acquisition Rights	235,000	5			

The thirty-first series of Common Stock Acquisition Rights	200,000	1
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(2) Stock Acquisition Rights allocated to employees and others by the Corporation during the fiscal year ended March 31, 2016

The details of these Stock Acquisition Rights are mentioned in the thirtieth and thirty-first series of Common Stock Acquisition Rights above.

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

Name	Employees of the Corporation		Directors, officers 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 thirtieth series of Common Stock Acquisition Rights	444,300	330	517,200	407
The thirty-first series of Common Stock Acquisition Rights	3,500	2	942,000	565

Dated: May 30, 2016

