

SONY CORP
Form 6-K
June 02, 2014

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 June 2014
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 Vice President and
Chief Financial Officer

Date: June 2, 2014

SONY CORPORATION

Notice of the Ordinary General Meeting of

Shareholders to be held on June 19, 2014

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

The undersigned Depositary has received notice that the Corporation has called an ordinary general meeting of shareholders to be held in Tokyo, Japan on June 19, 2014 (the “Meeting”) for the following purposes:

MATTERS TO BE REPORTED:

To receive reports on the business report, non-consolidated financial statements, consolidated financial statements and audit reports on the consolidated financial statements by the Independent Auditors (certified public accountants) and the Audit Committee for the fiscal year ended March 31, 2014 (from April 1, 2013 to March 31, 2014) pursuant to the Companies Act of Japan.

PROPOSALS TO BE ACTED UPON:

1. To elect 12 Directors.

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

EXPLANATION OF THE SUBJECT MATTER OF THE MEETING

MATTERS TO BE REPORTED:

To receive reports on the business report, non-consolidated financial statements, consolidated financial statements and audit reports on the consolidated financial statements by the Independent Auditors (certified public accountants) and the Audit Committee for the fiscal year ended March 31, 2014 (from April 1, 2013 to March 31, 2014).

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

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

PROPOSALS TO BE ACTED UPON:

1. To elect 12 Directors.

The terms of office of all 13 Directors currently in office will expire at the conclusion of the Meeting. In accordance with the decision of the Nominating Committee, the election of the following 12 Directors is proposed.

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

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

All Directors Qualifications:

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.

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The candidates for Director are as follows:

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

Director

Notes:

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

2. Since Mr. Harada, Mr. Ito and Mr. Schaaff were newly elected at the Ordinary General Meeting of Shareholders held on June 20, 2013, the number of Board meetings they were eligible to attend is different from other directors.

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1. Kazuo Hirai Reappointment

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

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

Brief Personal History and Principal Business Activities Outside the Corporation

| | |
|---------------|---|
| April 1984 | Entered CBS/Sony Inc. (currently Sony Music Entertainment (Japan) Inc.) |
| July 1996 | Executive Vice President and Chief Operating Officer, Sony Computer Entertainment America LLC |
| October 1997 | Corporate Executive Officer, Sony Computer Entertainment Inc. |
| April 1999 | President and Chief Operating Officer, Sony Computer Entertainment America LLC |
| August 2003 | President and Chief Executive Officer, Sony Computer Entertainment America LLC |
| December 2006 | President and Group Chief Operating Officer, Sony Computer Entertainment |

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

2. Kenichiro Yoshida New Candidate

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

Responsibility as a Director

| | |
|----------------------|------------------|
| Date of Birth | October 20, 1959 |
|----------------------|------------------|

**Number of Years
Served as a
Director**

**Number of the
Corporation's
Shares Held** 17,200
 shares

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

| | |
|---------------|---|
| April 1983 | Entered Sony Corporation Entered Sony Communication Network |
| July 2000 | Corporation (currently So-net Corporation) Senior Vice President, |
| May 2001 | So-net Corporation President and Representative |
| April 2005 | Director, So-net Corporation Executive Vice President, Chief Strategy Officer and Deputy |
| December 2013 | Chief Financial Officer, Corporate Executive Officer, Sony Corporation Executive Vice President and Chief Financial Officer, |
| April 2014 | 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 4 years

Number of the Corporation's Shares Held 3,800 shares

Brief Personal History and Principal Business Activities Outside the Corporation

| | |
|------------|---|
| April 1964 | Entered Nissan Motor Co., Ltd. |
| June 1993 | Director, Nissan Motor Co., Ltd. |
| June 1997 | Managing Director, Nissan Motor Co., Ltd. |
| May 1999 | Executive Vice President, Nissan Motor Co., Ltd. |
| April 2000 | Vice Chairman, Nissan Motor Co., Ltd. |
| April 2002 | President, Nissan Real Estate Development Co., Ltd. |
| June 2005 | Counselor, Nissan Real Estate Development Co., Ltd. |
| June 2007 | |

| | |
|-----------|--|
| | Director, Mizuho Financial Group, Inc. (present) |
| June 2010 | Director, Sony Corporation (present) |

4. Osamu Nagayama Reappointment

**Candidate for
outside
Director**

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

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

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

| | |
|---------------|---|
| April 1971 | Entered The Long-Term Credit Bank of Japan, Limited |
| November 1978 | Entered Chugai Pharmaceutical Co., Ltd. |
| March 1985 | Director, Chugai Pharmaceutical Co., Ltd. |

| | |
|----------------|--|
| March 1987 | Managing Director, Chugai Pharmaceutical Co., Ltd |
| March 1989 | Executive Deputy President, Chugai Pharmaceutical Co., Ltd. Representative Director, President and Chief |
| September 1992 | Executive Officer, Chugai Pharmaceutical Co., Ltd. Member of Enlarged Corporate Executive Committee, F. |
| January 2006 | 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 2 years

Number of the Corporation's Shares Held 700 shares

Brief Personal History and Principal Business Activities Outside the Corporation

| | |
|--------------|---|
| October 1974 | Entered Arthur Young & Co., Tokyo Office |
| October 1980 | Transferred to Asahi & Co., Osaka Office |
| October 1983 | Transferred to Arthur Young, Los Angeles Office |
| May 1989 | Partner, Asahi Shinwa & Co. |
| July 1993 | Entered Showa Ota & Co. |
| May 1997 | Senior Partner, Showa Ota & Co. |
| August 2008 | Executive Board Member, Ernst & Young |

ShinNihon LLC
 June 2012 Director, Sony
 Corporation (present)

6. Eikoh Harada **Reappointment**

**Candidate for
 outside
 Director**

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

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

Brief Personal History and Principal Business Activities Outside the Corporation

| | |
|---------------|--|
| April 1972 | Entered NCR Japan, Ltd. Entered |
| 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. Vice Chairman and Chief Executive Officer, |
| February 2004 | Representative Director, McDonald's Company (Japan), Ltd. |

| | |
|-------------|--|
| March 2004 | Vice Chairman and Chief Executive Officer, Representative Director, McDonald's Holdings Company (Japan), Ltd. |
| May 2004 | Vice Chairman, President and Chief Executive Officer, Representative Director, McDonald's Holdings Company (Japan), Ltd. |
| March 2005 | Vice Chairman, President and Chief Executive Officer, Representative Director, McDonald's Company (Japan), Ltd. Chairman, President and Chief Executive Officer, Representative Director, McDonald's Holdings Company (Japan), Ltd. |
| June 2013 | Chairman, President and Chief Executive Officer, Representative Director, McDonald's Company (Japan), Ltd. Director, Sony Corporation (present) |
| August 2013 | Director, Benesse Holdings, Inc. (present) Chairman, Representative Director, McDonald's Company (Japan), Ltd. |
| March 2014 | Chairman, Director, McDonald's Holdings Company (Japan), Ltd. (present) Chairman, Director, McDonald's Company (Japan), Ltd. (present) |

7. Joichi Ito**Reappointment****Candidate for
outside
Director**

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

Responsibility as a Director Member of the Nominating Committee

Date of Birth June 19, 1966

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

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

Director, Sony
Corporation (present)

8. Tim Schaaff Reappointment

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

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

Brief Personal History and Principal Business Activities Outside the Corporation

December 1982 Entered New England Digital Corporation
 July 1991 Entered Apple Computer, Inc.
 1998 Vice President, Apple Computer, Inc.
 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.

| | |
|---------------|---|
| December 2009 | President, Sony Network Entertainment International LLC |
| June 2013 | Director, Sony Corporation (present) |
| January 2014 | Independent startup advisor (present) |

9. Kazuo Matsunaga **New
Candidate**

**Candidate
for outside
Director**

This candidate has extensive insight and experience in global industry and administration through his career at Ministry of Economy, Trade and Industry.

Mr. Matsunaga is a candidate for outside Director.

**Responsibility as a
Director**

Date of Birth February
 28, 1952

**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 1974 | Entered Ministry of International Trade and Industry (currently Ministry of Economy, Trade and Industry ("METI")) Director-General, |
| June 2004 | Nuclear and Industrial Safety Agency, METI Assistant |
| September 2005 | Vice-Minister, Minister's Secretariat, METI Deputy |
| July 2006 | Vice-Minister, Minister's Secretariat, METI |
| July 2008 | Director-General, Economic and |

| | |
|------------|---|
| July 2010 | Industrial Policy Bureau, METI Vice-Minister of Economy, Trade and Industry, METI |
| April 2012 | Specially-appointed Professor, Graduate School of International Corporate Strategy, Hitotsubashi University (present) |
| June 2013 | Director, Sumitomo Corporation (present) Director, Takasago Thermal Engineering Co., Ltd. (present) |
| April 2014 | Visiting Professor, Nagoya University (present) |

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

10. Koichi Miyata **New
Candidate**

**Candidate
for outside
Director**

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

**Responsibility
as a Director**

Date of Birth November
16, 1953

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

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

11. John V. Roos **New
Candidate**

**Candidate
for outside
Director**

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

**Responsibility as a
Director**

Date of Birth February
14, 1955

Number of Years

**Served as a
Director**

**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 & |

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

12. Eriko Sakurai **New
Candidate**

**Candidate
for outside
Director**

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

**Responsibility
as a Director**

Date of Birth November
16, 1960

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

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

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

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

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

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

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

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

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

1. Maximum Limit of Aggregate Numbers of Stock Acquisition Rights

Not exceeding 27,500.

2. Payment in exchange for Stock Acquisition Rights

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

3. Matters regarding Stock Acquisition Rights

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

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

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

(2) Adjustment of Number of Granted Shares

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

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

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.

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

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 14 to 16. In light of the granting purpose (contributing to the improvement of the mid- and long-term business performance of Sony Group and thereby improving such business performance of Sony Group), the exercise of Stock Acquisition Rights is restricted during the above mentioned period (a one-year period from the allotment date of the Stock Acquisition Rights), and the Allocation Agreement provides restrictions on the exercise of Stock Acquisition Rights 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 0.26 percent of the total shares outstanding as of March 31, 2014. 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 20,539,900, which represents 1.97 percent of the total shares outstanding as of March 31, 2014.

[For Reference]

Outline of Limited Liability Agreement

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

A summary of that Agreement is as follows:

(1) In a case where the outside Director is liable to the Corporation after the execution of this Agreement for damages caused by the negligence of his/her duties as a director of the Corporation pursuant to Article 423, Paragraph 1 of the Companies Act, such liabilities shall be limited to the higher of either thirty million yen (30,000,000 yen) or an aggregate sum of the amounts prescribed in Article 425, Paragraph 1 of the Companies Act only where the outside Director acted in good faith without any gross negligence in performing his/her duties.

(2) In a case where the outside Director is reelected as an outside Director of the Corporation and reassumes his/her office as such on the expiration of the term of his/her office as an outside Director of the Corporation, this Agreement shall continue to be effective after the reelection and re-assumption without any action or formality.

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

| Name (Date of issuance) | Exercise period | Total number of SARs issued | Number of shares to be issued or transferred | Exercise price | Percentage of SARs exercised |
|----------------------------|--------------------|--------------------------------|---|-------------------|---------------------------------|
| | | 5,319 | 531,900 Common Stock | ¥ 3,782 | 46.9% |

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| | | | | | | |
|--|--|-------|---------|--------------|-----------------|-------|
| The seventh series of Common Stock Acquisition Rights | November 18, 2005 ~ November 17, 2014 | | | | | |
| (November 18, 2004) | | | | | | |
| The ninth series of Common Stock Acquisition Rights | April 1, 2005 ~ March 31, 2015 | 5,603 | 560,300 | Common Stock | U.S.\$ 40.34 | 26.4% |
| (March 31, 2005) | | | | | | |
| The tenth series of Common Stock Acquisition Rights | November 17, 2006 ~ November 16, 2015 | 7,527 | 752,700 | Common Stock | ¥ 4,060 | 13.2% |
| (November 17, 2005) | | | | | | |
| The eleventh series of Common Stock Acquisition Rights | November 18, 2005 ~ November 17, 2015 | 8,028 | 802,800 | Common Stock | U.S.\$ 34.14 | 29.2% |
| (November 17, 2005) | | | | | | |
| The twelfth series of Common Stock Acquisition Rights | November 16, 2006 ~ November 15, 2016 | 7,986 | 798,600 | Common Stock | ¥ 4,756 | 1.4% |
| (November 16, 2006) | | | | | | |

| 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 thirteenth series of Common Stock Acquisition Rights (November 16, 2006) | November 17, 2006 ~ November 16, 2016 | 10,577 | 1,057,700 Common Stock | U.S.\$ 40.05 | 6.7% |
| The fourteenth series of Common Stock Acquisition Rights (November 14, 2007) | November 14, 2007 ~ November 13, 2017 | 5,733 | 573,300 Common Stock | ¥ 5,514 | — |
| The fifteenth series of Common Stock Acquisition Rights (November 14, 2007) | November 14, 2007 ~ November 13, 2017 | 11,820 | 1,182,000 Common Stock | U.S.\$ 48.15 | — |
| The sixteenth series of Common Stock Acquisition Rights (November 18, 2008) | November 18, 2009 ~ November 17, 2018 | 6,353 | 635,300 Common Stock | ¥ 2,987 | — |
| The seventeenth series of Common Stock Acquisition Rights (November 18, 2008) | November 18, 2009 ~ November 17, 2018 | 11,903 | 1,190,300 Common Stock | U.S.\$ 30.24 | 4.0% |
| The eighteenth series of Common Stock Acquisition Rights (December 9, 2009) | December 9, 2010 ~ December 8, 2019 | 6,498 | 649,800 Common Stock | ¥ 2,595 | 0.4% |
| The nineteenth series of Common Stock Acquisition Rights (December 9, 2009) | December 9, 2010 ~ December 8, 2019 | 12,371 | 1,237,100 Common Stock | U.S.\$ 29.56 | 0.8% |
| The twentieth series of Common Stock Acquisition Rights (November 18, 2010) | November 18, 2011 ~ November 17, 2020 | 7,352 | 735,200 Common Stock | ¥ 2,945 | — |
| The twenty-first series of Common Stock Acquisition Rights (November 18, 2010) | November 18, 2011 ~ November 17, 2020 | 12,810 | 1,281,000 Common Stock | U.S.\$ 35.48 | — |

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| | | | | |
|--|--|---------------------------|-----------------|-------|
| The twenty-second series of Common Stock Acquisition Rights (November 22, 2011) | November 22, 2012 6,670 ~November 21, 2021 | 667,000 Common Stock | ¥1,523 | 12.4% |
| The twenty-third series of Common Stock Acquisition Rights (November 22, 2011) | November 22, 2012 14,795 ~November 21, 2021 | 1,479,500 Common Stock | U.S.\$ 19.44 | 0.9% |
| The twenty-fourth series of Common Stock Acquisition Rights (December 4, 2012) | December 4, 2013 6,857 ~ December 3, 2022 | 685,700 Common Stock | ¥932 | — |
| The twenty-fifth series of Common Stock Acquisition Rights (December 4, 2012) | December 4, 2013 10,215 ~ December 3, 2022 | 1,021,500 Common Stock | U.S.\$ 11.23 | 2.6% |
| The twenty-sixth series of Common Stock Acquisition Rights (November 20, 2013) | November 20, 2014 8,653 ~ November 19, 2023 | 865,300 Common Stock | ¥2,007 | — |
| The twenty-seventh series of Common Stock Acquisition Rights (November 20, 2013) | November 20, 2014 10,829 ~ November 19, 2023 | 1,082,900 Common Stock | U.S.\$ 20.01 | — |

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

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

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

| | | | | |
|---|---------|---|---|---|
| The twenty-seventh series of Common Stock Acquisition Rights | 230,000 | 2 | 0 | 0 |
|---|---------|---|---|---|

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

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

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

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

Dated: June 2, 2014

