Adopting the System of Corporations Having Committees

At the Meeting, shareholders approved an amendment to the Articles of Incorporation adopting the corporate governance system under the Audit Special Exceptions Law referred to as corporations having committees. As required under the committee system, the Corporation established three committees: the nominating committee, audit committee and compensation committee. Each committee consists of not less than three Directors, the majority of which are outside Directors. As a result of adopting the committee system, the Corporation was required by law to terminate the position of Statutory Auditor and Board of Statutory Auditors. Under the committee system, the Board of Directors has designated Corporate Executive Offices who are responsible for the execution of business of the Corporation.

From time to time in the past and on its own initiative, the Corporation has taken measures under the Commercial Code then in effect to more clearly separate the roles of corporate oversight and business execution and to enhance the Corporation's unique corporate governance scheme. One example was the introduction of the Corporation's corporate executive officer system. Under the Commercial Code, directors of companies are to serve as business managers. However, as part of the April 1, 2003 amendment to the Commercial Code, companies may elect to adopt the committee system. If a company adopts the committee system, it must appoint at least one corporate executive officer who is statutorily authorized to represent and act on behalf of the company. Under the committee system, directors have no power to execute the business of the company and the main function of the board of directors is to supervise the performance of the duties of the corporate executive officers. Consistent with corporate governance measures adopted by the Corporation in the past, the Corporation has adopted the committee system. For the purposes of reinforcing corporate governance and management transparency of the Sony Group by strengthening the position of the Board of Directors of the Corporation as the supervising body and promoting the delegation of power and authority from the Board of Directors of the Corporate to the executing body and making clearer the responsibility of business operation, the Corporation adopted the committee system.

The role of the governance organs of the Corporation is summarized below.

<Board of Directors and Committees>

The Board of Directors and its three committees act as representatives of the shareholders while taking into account the interests of our various stakeholders, for the purpose of ensuring that the Sony Group is managed legally and properly.

Board of Directors:
The Board of Directors is primarily responsible for determining fundamental management policy for the Sony Group, appointing Directors to each committee, electing and dismissing Corporate Executive Officers and supervising the execution of the Sony Group's business operations.

Nominating Committee:
The committee is primarily responsible for determining the contents of agendum concerning the election and discharge of Directors to be submitted at a general meeting of shareholders.

Audit Committee:
The committee is primarily responsible for auditing the legality and adequacy of the performance of duties of Directors and Corporate Executive Officers and determining the contents of agenda concerning appointment and discharge of Corporation's certified public accountant.

Compensation Committee:
The committee is primarily responsible for determining the compensation of each Director and Corporate Executive Officer.

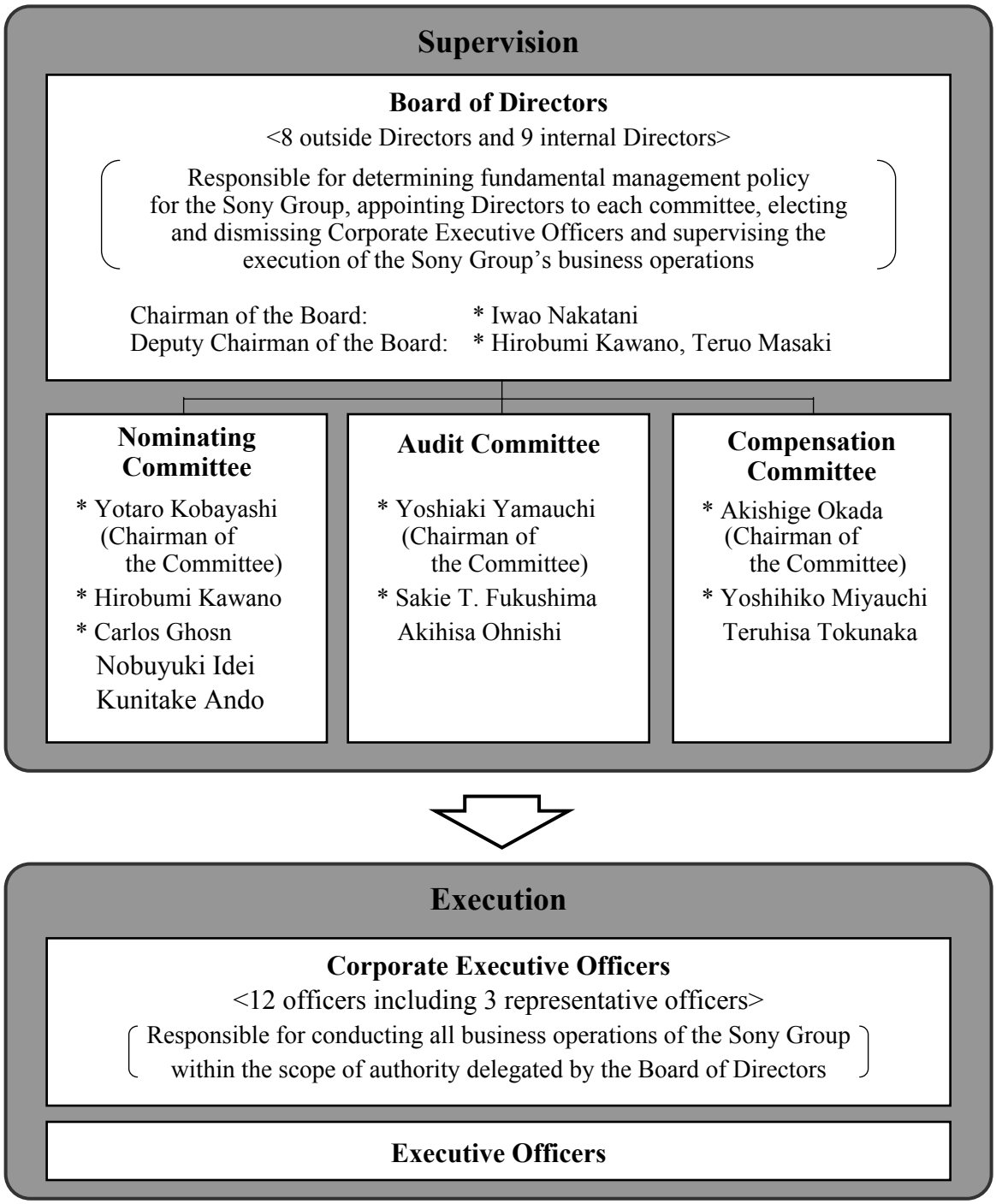
<Corporate Executive Officers and Executive Board>

Corporate Executive Officers are responsible for conducting all business operations of the Sony Group within the scope of authority delegated by the Board of Directors. Their objective is to increase the corporate value of the Sony Group. Significant decision-making authority has been transferred to the Executive Board, which is made up of all Corporate Executive Officers, and certain Corporate Executive Officers in regard to investment, strategic alliance and other actions related to the execution of business operations. It is expected that this delegation of authority will enable the Sony Group to be managed in a more dynamic and speedy manner than in the past.

<Executive Officers>

The position of corporate executive officer, that existed prior to the Corporation adopting the committee system, will be continued under the new title, Executive Officer. Executive Officers are executives responsible for business operations in specific limited areas such as operation at operating units, R&D units, and head office functions. These officers are required to conduct their business duties in accordance with the policies determined by the Board of Directors and the Executive Board.

At the meeting of the Board of Directors held immediately after the Meeting, the following Chairman of the Board, the Deputy Chairmen of the Board, and committee members were appointed. (* Indicates an outside Director.)



In addition, at the meeting of the Board of Directors, Corporate Executive Officers were appointed as follows: (* Indicates a Director)

Representative Corporate Executive Officer, Chairman	* Nobuyuki Idei	Group CEO
Representative Corporate Executive Officer, President	* Kunitake Ando	Group COO/Electronics CEO and CQO
Representative Corporate Executive Officer, Executive Deputy President	* Teruhisa Tokunaka	Group CSO, In charge of Personal Solutions Business Group and Network Application and Content Service Sector
Corporate Executive Officer, Vice Chairman	* Minoru Morio	Sony Group East Asia Representative, Group CPO
Corporate Executive Officer, Vice Chairman	* Howard Stringer	Sony Group Americas Representative, Officer in charge of Entertainment Business Group
Corporate Executive Officer, Executive Deputy President	Shizuo Takashino	Officer in charge of IT & Mobile Solutions Network Company and Home Network Company
Corporate Executive Officer, Executive Deputy President	* Ken Kutaragi	Officer in charge of Game Business Group and Broadband Network Company
Corporate Executive Officer, Corporate Senior Executive Vice President	* Teruo Masaki	Group General Counsel
Corporate Executive Officer, Corporate Senior Executive Vice President	Akira Kondoh	Group CIO
Corporate Executive Officer, Corporate Senior Vice President	Takao Yuhara	Group CFO
Corporate Executive Officer	* Göran Lindahl	Sony Group Europe Representative
Corporate Executive Officer	Nicole Seligman	Group Deputy General Counsel