

April 30, 2015

Notice on amendment of a part of the Articles of Incorporation

Sony Corporation (the “Corporation”) resolved at a meeting of its Board of Directors today to propose an agenda asking for authorization to amend a part of the Articles of Incorporation as outlined below. The proposal will be made at its 98th ordinary general meeting of shareholders to be held on June 23, 2015.

1. Purposes of Amendments

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

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

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

2. Contents of Amendments

Proposed amendments are set out in the attached.

(Underlined portions are to be amended.)

Current Articles	Proposed Amendment
<p>Article 2. (<u>Company with Committees</u>)</p> <p>The Corporation, being a <u>company with committees</u> shall have the Board of Directors, <u>Committees</u> and Accounting Auditors.</p>	<p>Article 2. (<u>Company with Three Committees</u>)</p> <p>The Corporation, being a <u>company with three committees</u>, shall have the Board of Directors, <u>Committees (Nominating Committee, Audit Committee and Compensation Committee)</u> and Accounting Auditors.</p>
<p>Article 21. (Limitation of Liabilities of Directors and Liability Limitation Agreement with <u>Outside Directors</u>)</p> <p>1. The Corporation may, by a resolution of the Board of Directors of the Corporation, exempt Directors from their liabilities provided for in Article 423, Paragraph 1 of the Companies Act, to the extent permitted by law.</p> <p>2. The Corporation may enter into a liability limitation agreement with <u>outside Directors</u>, which shall limit the maximum amount of their liabilities provided for in Article 423, Paragraph 1 of the Companies Act to the higher of either thirty million yen (30,000,000 yen) or an aggregate sum of the amounts prescribed in each item of Article 425, Paragraph 1 of the Companies Act.</p>	<p>Article 21. (Limitation of Liabilities of Directors and Liability Limitation Agreement with <u>Directors</u>)</p> <p>1. <i>[Not amended]</i></p> <p>2. The Corporation may enter into a liability limitation agreement with <u>Directors (excluding Directors who execute business of the Corporation)</u>, which shall limit the maximum amount of their liabilities provided for in Article 423, Paragraph 1 of the Companies Act to the higher of either thirty million yen (30,000,000 yen) or an aggregate sum of the amounts prescribed in each item of Article 425, Paragraph 1 of the Companies Act.</p>