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Sony Financial Holdings Inc.

Notice of Convocation of the 4th Ordinary General Meeting of Shareholders

Security Code: 8729
June 11, 2008

Dear Shareholders,

You are cordially invited to attend the 4th Ordinary General Meeting of Shareholders of Sony Financial Holdings Inc. (hereafter “the Company”). The meeting will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal voting or Internet voting. Please examine the enclosed Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Wednesday, June 25, 2008.
For more details, please refer to the “Guidance for Exercising Voting Rights” on pages 3-4.

Sincerely yours,

Teruhisa Tokunaka
President, Representative Director
Sony Financial Holdings Inc.
1-1, Minami Aoyama 1-chome,
Minato-ku, Tokyo

Details

1. Date and Time:

Thursday, June 26, 2008, at 10 a.m.

2. Place:

Sheraton Miyako Hotel Tokyo, B2F, Banquet Room “Daigo”
1-50, Shirokanedai 1-chome, Minato-ku, Tokyo, Japan

3. Objectives of the Meeting

Matters to be reported:

- a. Business Report and Consolidated Financial Statements for the Fiscal Year (from April 1, 2007 to March 31, 2008), as well as the audit reports of the Independent Auditors and the Board of Statutory Auditors for Consolidated Financial Statements
- b. Non-Consolidated Financial Statements for the Fiscal Year (from April 1, 2007 to March 31, 2008)

Agenda for resolutions:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Eight (8) Directors

Proposal 3: Election of One (1) Statutory Auditor

Notes:

* You are kindly requested to present the enclosed “Voting Rights Exercise Form” to the receptionist when you attend the meeting.

* Please refer to the Business Report or Consolidated Financial Statements posted on our website.
(http://www.sonyfh.co.jp/index_en.html)

Guidance for Exercising Voting Rights

*If you plan to attend the General Meeting of Shareholders in person, it is not necessary to either mail your voting form or to exercise your voting rights via the Internet.

[Exercising voting rights by mail]

Please indicate your vote for or against each of the proposals on the enclosed Voting Rights Exercise Form, and return the form by 5:30 p.m. on Wednesday, June 25, 2008.

If having submitted a Voting Rights Exercise Form without indicating your vote for or against each of the proposals, your vote will be counted as “pro” for all proposals.

[Exercising voting rights via the Internet]

Exercise of voting rights is possible by using a personal computer or cell phone to access the Voting Right Exercise Site (<http://www.evote.jp/>). Enter your “Login ID” and “Temporary Password,” both of which are noted on the enclosed voting form. Follow the instructions on your computer screen and indicate whether you are for or against each item. Before exercising your voting rights via the Internet, please read the following items:

1. To prevent unauthorized access by parties other than shareholders and the alteration of shareholder votes, shareholders voting via the Internet will be asked to change their “Temporary Password” on the Voting Right Exercise Site.
2. Voting rights may be exercised until 5:30 p.m. on Wednesday, June 25, 2008, but shareholders are requested to do so as early as possible. If you have any question, please contact the Helpdesk which phone number is given on page 3.
3. If you exercise your voting rights both by mail and via the Internet, the voting via the Internet shall prevail.
4. If you exercise your voting rights via the Internet more than once, your final votes shall prevail. If you exercise your voting rights by both computer and cell phone, your final votes shall prevail.
5. Costs (dial-up connection fees, telephone charges, etc.) for accessing the Voting Right Exercise Site shall be borne by the shareholder. For shareholders using cell phones, packet transmission fees and other cell phone usage fees will be incurred, and these, too, shall be borne by the shareholder.
6. Please use the i-mode, EZweb, or Yahoo! *Keitai* services when using a cell phone to exercise voting rights. For security-related reasons, cell phones that cannot send encrypted data (SSL transmissions) and cell phone information cannot be used to exercise voting rights.

* “i-mode,” “EZweb,” and “Yahoo!” are the respective registered trademarks of NTT DoCoMo, Inc., KDDI Corporation, and Yahoo! Inc. of the U.S.

Questions regarding the Voting Right Exercise Site

Corporate Agency Department (Helpdesk)
Mitsubishi UFJ Trust and Banking Corporation

Tel: 0120-173-027 (only in Japan, toll free)

Hours: 9:00–21:00

* The Voting Right Exercise Site is not available from 2:00 a.m. to 5:00 a.m. for system maintenance.

*** Platform for Electronic Exercise of Voting Rights**

If nominee shareholders such as trust & custody services banks, etc. (including standing proxies) make prior application to use the platform for the electronic exercise of voting rights operated by the joint venture company established by Tokyo Stock Exchange, Inc., etc., such shareholders may use the said platform as an electromagnetic method for exercising voting rights at the General Meetings of Shareholders of the Company in addition to the exercise of voting rights via the Internet pursuant to the above.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company considers the improvement of the return on equity and the distribution of profits to shareholders as issues of paramount importance. With respect to dividend distribution, our goal is to pay a stable level of dividends while: simultaneously maintaining the high degree of financial soundness, necessary to acquire and maintain the trust of our customers; and securing a sufficient level of capital necessary to enter into and develop new businesses in the future.

In accordance with this basic policy, based on consideration of the Company's overall business performance during the fiscal year and other factors, we propose that the year-end dividend be as follows:

- | | |
|---|----------------|
| 1. Type of dividends: | Cash |
| 2. Issue of dividends and total amount of dividends | |
| Dividends per common share: | ¥3,000 |
| Total amounts of dividends: | ¥6,525,000,000 |
| 3. Effective Date: | June 27, 2008 |

Proposal 2: Election of Eight (8) Directors

The terms of office of all eight (8) Directors expire at the conclusion of this meeting. Accordingly, we propose to elect eight (8) Directors.

The candidates for Directors are as follows:

1. *Teruhisa Tokunaka* (born on August 9, 1945)

April 1969	Joined Sony Corporation
July 1999	Director, Sony Life Insurance Co., Ltd.
April 2000	Representative Director, Deputy President and Chief Financial Officer, Sony Corporation
June 2000	Representative Director, Executive Deputy President and Chief Financial Officer, Sony Corporation
June 2003	Director, Executive Vice President and Chief Strategy Officer, Sony Corporation
April 2004	Director of the Company
June 2004	President and Representative Director of the Company (Incumbent)
Dec. 2004	Director, Sony Finance International, Inc.
June 2005	Director, Sony Assurance Inc.
June 2006	Director, Sony Bank Inc. (Incumbent)

<Positions and responsibilities at the Company>
President and Representative Director, in charge of Audit Department

Number of the Company's shares held: 33 shares

2. *Hiromichi Fujikata* (born on January 28, 1945)

April 1968	Joined Sony Corporation
July 1987	Director, Sony Prudential Life Insurance Co., Ltd. (current Sony Life Insurance Co., Ltd.)
July 1992	Senior Managing Director, Sony Life Insurance Co., Ltd.
July 1999	Standing Statutory Auditor, Sony Life Insurance Co., Ltd.
Nov. 2003	General Manager, Financial Business Planning Department, Sony Corporation Auditor, Sony Life Insurance Co., Ltd.
Mar. 2004	Director, Sony Life Insurance Co., Ltd. (Incumbent)
April 2004	Executive Vice President and Representative Director of the Company (Incumbent)
June 2005	Director, Sony Assurance Inc. (Incumbent)

<Positions and responsibilities at the Company>
Executive Vice President and Representative Director, in charge of Corporate Planning Department, Corporate Control Department, Accounting Department, Corporate Communications & Investor Relations Department

Number of the Company's shares held: 12 shares

3. Taro Okuda (born on May 23, 1945)

April 1968 Joined Sony Corporation
July 1987 Director, Sony Prudential Life Insurance Co., Ltd. (current Sony Life Insurance Co., Ltd.)
July 1992 Senior Managing Director, Sony Life Insurance Co., Ltd.
July 2001 Senior Executive Vice President, Sony Life Insurance Co., Ltd.
July 2003 Executive Deputy President, Sony Life Insurance Co., Ltd.
June 2006 President and Representative Director, Sony Life Insurance Co., Ltd. (Incumbent)
Director of the Company (Incumbent)

<Positions and responsibilities at the Company>

Director

<Representation at other companies>

President and Representative Director, Sony Life Insurance Co., Ltd.

Number of the Company's shares held: 28 shares

4. Shinichi Yamamoto (born on January 1, 1948)

Aug. 1972 Joined Sony Enterprise Co., Ltd.
April 1996 General Manager, Logistics Center, Sony Corporation
Sep. 1998 Representative Director, Sony Insurance Planning Inc.
Sep. 1999 President and Representative Director, Sony Assurance Inc. (Incumbent)
April 2004 Director of the Company (Incumbent)

<Positions and responsibilities at the Company>

Director

<Representation at other companies>

President and Representative Director, Sony Assurance Inc.

Number of the Company's shares held: 11 shares

5. Shigeru Ishii (born on July 31, 1954)

April 1978 Joined Yamaichi Securities Co., Ltd.
June 1998 Joined Sony Corporation
April 2001 President, Representative Director, Sony Bank Inc.
April 2004 Director of the Company (Incumbent)
May 2008 President, Representative Director and Chief Executive Officer, Sony Bank Inc.
(Incumbent)

<Positions and responsibilities at the Company>

Director

<Representation at other companies>

President, Representative Director and Chief Executive Officer, Sony Bank Inc.

Number of the Company's shares held: 5 shares

6. Nobuyuki Oneda (born on May 6, 1945)

April 1969 Joined Sony Corporation
May 2000 Group Executive Officer, Sony Corporation
June 2002 Corporate Senior Vice President, Sony Corporation
June 2003 Senior Vice President, Executive Officer, Sony Corporation
June 2004 Senior Vice President, Officer in charge of Corporate Planning & Control, Accounting and Information Systems, Sony Corporation
June 2005 Corporate Executive Officer, Executive Vice President and Chief Financial Officer, Sony Corporation (Incumbent)
Sep. 2005 Director of the Company (Incumbent)
<Positions and responsibilities at the Company>
Director

Number of the Company's shares held: 0 shares

7. Yasushi Ikeda (born on April 18, 1946)

April 1972 Registered as attorney and joined the law firm of Miyake & Imai
April 1977 Partner, the law offices of Miyake, Imai and Ikeda (Incumbent)
May 1984 Acting administrator for Osawa Shokai K.K.
Mar 1997 Administrator for Kyotaru Co., Ltd.
June 2001 Statutory Auditor, Kadokawa Shoten Publishing (current Kadokawa Group Holdings, Inc.) (Incumbent)
June 2007 Director of the Company (Incumbent)
Director, Nippon Metal Industry Co., Ltd. (Incumbent)
<Positions and responsibilities at the Company>
Director

Number of the Company's shares held: 0 shares

8. Ryuji Yasuda (born on April 28, 1946)

Jan. 1979 Joined McKinsey & Company
June 1986 Principal Partner, McKinsey & Company
June 1991 Director, McKinsey & Company
June 1996 Managing Director and Chairman, A. T. Kearney, Asia
June 2003 Chairman, J. Will Partners, Co., Ltd.
Director, Daiwa Securities Group Inc. (Incumbent)
Mar. 2004 Director, Shoei Co., Ltd. (Incumbent)
April 2004 Professor, Graduate School of International Corporate Strategy at Hitotsubashi University (Incumbent)
June 2005 Director, Fuji Fire and Marine Insurance Co., Ltd. (Incumbent)
Nov. 2006 Director, Vantec Group Holdings Corporation (Incumbent)
April 2007 Director, Fukuoka Financial Group, Inc. (Incumbent)
June 2007 Director, Sony Corporation (Incumbent)

Number of the Company's shares held: 0 shares

Please note the followings:

1. Each candidate for directors has no special interests with the Company.
2. Sony Corporation is a parent company of the Company.
3. Mr. Teruhisa Tokunaka had been Representative Officer, Executive Deputy President and Chief Strategy Officer of Sony Corporation from June 2003 till June 2004 when he assumed his office as President and Representative Director of the Company.
4. Mr. Hiromichi Fujikata had been General Manager, Financial Business Planning Department of Sony

Corporation from November 2003 till April 2004 when he assumed his office as Executive Vice President and Representative Director of the Company.

5. Mr. Nobuyuki Oneda is Corporate Executive Officer, Executive Vice President and Chief Financial Officer of Sony Corporation.
6. Mr. Yasushi Ikeda is a candidate for Outside Director stipulated in Article 2, Paragraph 3, Item 7 of Enforcement Ordinance of the Corporation Law.
7. The Company has nominated Mr. Yasushi Ikeda as Outside Director because of its expectation that his considerable experiences and extensive knowledge acquired over many years as a lawyer will provide valuable opinions and suggestions to the management of the Company.
8. Mr. Yasushi Ikeda currently serves as Outside Director of the Company and his term of the office will be one year upon the conclusion of this meeting.
9. The Company has entered into a contract for limitation of liability for damages with Mr. Yasushi Ikeda in accordance with Article 427 (1) of the Corporation Law. The maximum liability amount of the contract shall be the maximum liability amount provided in Article 425 (1) of the Corporation Law. The Company will continue to execute such contract upon approval of his re-appointment.

Proposal 3: Election of One (1) Statutory Auditor

Statutory Auditor Mr. Masahiro Kodama will resign at the conclusion of this meeting. Accordingly, we propose to elect one (1) Statutory Auditor.

The Board of Statutory Auditors has consented to this proposition.

The candidate for Statutory Auditor is as follows:

Takatoshi Yajima (born on September 14, 1950)

April 1974	Joined Tokio Marine & Fire Insurance Co., Ltd. (current Tokio Marine & Nichido Fire Insurance Co., Ltd.)
July 1999	Transferred to Sony Assurance Inc., Head of Inspection Department
April 2002	Joined Sony Assurance Inc.
July 2003	Head of Business Support Department, Sony Assurance Inc.
Oct. 2005	Head of Internal Audit Department, Sony Assurance Inc.

Number of the Company's shares held: 8 shares

Please note that Mr. Takatoshi Yajima has no special interests with the Company.