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Sony Financial Holdings Inc.

Notice of Convocation of the 5th Ordinary General Meeting of Shareholders

Securities Code: 8729
June 8, 2009

Dear Shareholder,

You are cordially invited to attend the 5th Ordinary General Meeting of Shareholders of Sony Financial Holdings Inc. (hereinafter “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 via post or over the Internet. Please examine the enclosed Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Monday, June 22, 2009 (JST).

For more details, please refer to the “Guidance for Exercising Voting Rights” on page 2.

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:

Tuesday, June 23, 2009, at 10 a.m. (JST)

2. Place:

Banquet Room “Daigo”, B2F, Sheraton Miyako Hotel Tokyo,
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, 2008, to March 31, 2009), as well as the audit reports by the Independent Auditors and the Board of Statutory Auditors of the Consolidated Financial Statements
- b. Non-Consolidated Financial Statements for the Fiscal Year (from April 1, 2008, to March 31, 2009)

Proposals for resolution:

Proposal 1: Appropriation of Surplus

Proposal 2: Partial Amendments in the Articles of Incorporation

Proposal 3: Election of Nine (9) Directors

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

Note: If you plan to attend the General Meeting of Shareholders in person, it is not necessary to 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. (JST) on Monday, June 22, 2009.

If you submit a Voting Rights Exercise Form without indicating your vote for or against each of the proposals, your vote will be counted as “in favor” for all proposals.

Exercising voting rights via the Internet

You can exercise your voting rights by using a personal computer or cell phone to access the Voting Right Exercise Site (<http://www.evotep.jp/>) (Japanese only). Enter your “Login ID” and “Temporary Password,” both of which are noted on the enclosed voting form. Follow the instructions on your computer or mobile 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. (JST) on Monday, June 22, 2009, but shareholders are requested to vote as early as possible. If you have any questions, please contact the Helpdesk (only in Japanese), at the phone number given on page 4.
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 reasons, cell phones that cannot send encrypted data (SSL transmissions) and cell phone information cannot be used to exercise voting rights.

Note: “i-mode,” “EZweb,” and “Yahoo!” are the respective registered trademarks of NTT DoCoMo, Inc., KDDI Corporation, and Yahoo! Inc. of the United States.

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 (JST)

Note: The Voting Right Exercise Site is not available from 2:00 a.m. to 5:00 a.m. (JST), as the site is down during that period for system maintenance.

Platform for Electronic Exercise of Voting Rights

If nominee shareholders, such as trust and custody service banks (including standing proxies), submit 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 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 increasing returns to its shareholders, as well as return on equity, to be one of its most important management tasks. The Company's basic policy on returning profits to its shareholders is to provide stable dividends to shareholders while maintaining the high level of financial soundness that is necessary to maintain the trust of its existing customers and attract new ones, as well as securing sufficient retained earnings for future business development.

In keeping with the basic policy outlined above, and based on consideration of the Company's overall business performance during the fiscal year and other factors, we propose that the year-end dividends 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 24, 2009 |

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for Amendments

- 1-1. Pursuant to the enforcement of the “Law for Partial Amendments to the Law Concerning Book-entry Transfer of Corporate Bonds, etc. for the Purpose of Streamlining the Settlement for Transactions of Shares, etc.” (Law No. 88 of 2004; the “Share Settlement Streamlining Law”), effective January 5, 2009, all publicly-held corporations, including the Company, have implemented the book-entry transfer system (dematerialization of stock certificates). Along with the transition, the article that presumes the existence of share certificates will be deleted. (Article 7 of the current Articles of Incorporation)
- 1-2. Pursuant to the abolition of the “Act on Custody and Transfer of Share Certificate, etc.,” (Law No. 30 of 1984), the language with respect to the register of beneficial shareholders will be deleted and the preparation and keeping of the register of lost share certificates and other businesses pertaining to the lost share certificates will be stipulated in the supplement of the proposed amendments. (Article 8 of current Articles of Incorporation, Article 7 and Supplement of the proposed amendments)
- 1-3. Necessary amendments will be made to clarify that the procedure of exercise of shareholders’ rights is defined in the Share Handling Regulations,. (Article 9 of the current Articles of Incorporation, Article 8 of the proposed amendments)
- 1-4. In line with the deletion of Article 7, the numbers of relevant Articles shall be appropriately adjusted. (Article 8 and subsequent Articles of current Article of Incorporation, Article 7 and subsequent Articles of proposed amendments)
- 1-5. Other necessary amendments of letters and words will be made.

2. Details of Amendments

(The underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed Amendments
CHAPTER II SHARES	CHAPTER II SHARES
Article 6. <i>(Total Number of Shares Authorized to be Issued)</i> (Description omitted)	Article 6. <i>(Total Number of Shares Authorized to be Issued)</i> (No change)
Article 7. <i>(Issuance of Share Certificates)</i> <u>The Company shall issue share certificates representing its issued shares.</u>	(Delete)
Article 8. <i>(Transfer Agent)</i> 1. The Company shall appoint a transfer agent. 2. The transfer agent and its handling office shall be designated by a resolution of the Board of Directors. 3. The preparation and keeping of the register of shareholders <u>(including the register of beneficial shareholders; hereinafter the same interpretation being applicable.), the register of stock acquisition rights and the register of lost share certificates of the Company,</u> and other businesses pertaining to the register of shareholders, <u>the register of</u>	Article 7. <i>(Transfer Agent)</i> 1. The Company shall appoint a transfer agent. 2. The transfer agent and its handling office shall be designated by a resolution of the Board of Directors. 3. The preparation and keeping of the register of shareholders <u>and the register of stock acquisition rights,</u> and other businesses pertaining to the register of shareholders <u>and the register of stock acquisition rights</u> shall be entrusted to the transfer agent and the Company shall not handle such businesses

stock acquisition rights and the register of lost share certificates shall be entrusted to the transfer agent and the Company shall not handle such businesses

Article 9. (*Share Handling Regulations*)

The operations relating to shares of the Company and handling fees therefore shall be governed by the Share Handling Regulations prescribed by the Board of Directors, in addition to law and these Articles of Incorporation.

**CHAPTER III
GENERAL MEETINGS OF
SHAREHOLDERS**

Article 10.–Article 15. (Description omitted)

**CHAPTER IV
DIRECTORS AND BOARD OF DIRECTORS**

Article 16.–Article 26. (Description omitted)

**CHAPTER V
STATUTORY AUDITORS AND BOARD OF
STATUTORY AUDITORS**

Article 27.–Article 36. (Description omitted)

**CHAPTER VI
ACCOUNTS**

Article 37. (*Business Year*)
(Description omitted)

Article 38. (*Distribution of Surplus*)
Distribution of surplus shall be paid to the shareholders or registered stock pledgees appearing in writing or electronically in the register of shareholders as of the end of March 31 of each year.

Article 39. (*Interim Dividends*)
The Company may, by a resolution of the Board of Directors, make a distribution of surplus provided for in Article 454, Paragraph 5 of the Company Law to the shareholders or registered stock pledgees appearing in writing or electronically in the register of shareholders as of the end of September 30 of each year.

Article 8. (*Share Handling Regulations*)

The operations relating to exercise of shareholders' rights and shares of the Company and handling fees therefore shall be governed by the Share Handling Regulations prescribed by the Board of Directors, in addition to law and these Articles of Incorporation.

**CHAPTER III
GENERAL MEETINGS OF
SHAREHOLDERS**

Article 9.–Article 14. (No change)

**CHAPTER IV
DIRECTORS AND BOARD OF DIRECTORS**

Article 15.–Article 25. (No change)

**CHAPTER V
STATUTORY AUDITORS AND BOARD OF
STATUTORY AUDITORS**

Article 26.–Article 35. (No change)

**CHAPTER VI
ACCOUNTS**

Article 36. (*Business Year*)
(No change)

Article 37. (*Distribution of Surplus*)
Distribution of surplus shall be paid to the shareholders or registered stock pledgees appearing in the register of shareholders as of the end of March 31 of each year.

Article 38. (*Interim Dividends*)
The Company may, by a resolution of the Board of Directors, make a distribution of surplus provided for in Article 454, Paragraph 5 of the Company Law to the shareholders or registered stock pledgees appearing in the register of shareholders as of the end of September 30 of each year.

Article 40. (*Expiration Period*)
(Description omitted)

(Newly established)

(Newly established)

(Newly established)

Article 39. (*Expiration Period*)
(No change)

SUPPLEMENT

Article 1.

The preparation and keeping of the register of lost share certificates of the Company, and other businesses pertaining to the register of lost share certificates shall be entrusted to the transfer agent and the Company shall not handle such businesses.

Article 2.

The Article 1. and 2. set forth in this Supplement shall be in effect until January 5, 2010, and shall be deleted on and after January 6, 2010.

Proposal 3: Election of Nine (9) Directors

The terms of office of all eight (8) directors expire at the conclusion of this meeting. Accordingly, we propose to elect nine (9) directors.

The director candidates are as follows:

1. Teruhisa Tokunaka (born 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 (Current position)
Dec. 2004	Director, Sony Finance International, Inc.
June 2005	Director, Sony Assurance Inc.
June 2006	Director, Sony Bank Inc. (Current position)

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

Number of the Company's shares held: 47 shares

2. Hiromichi Fujikata (born 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 Statutory Auditor, Sony Life Insurance Co., Ltd.
Mar. 2004	Director, Sony Life Insurance Co., Ltd. (Current position)
April 2004	Executive Vice President and Representative Director of the Company (Current position)
June 2005	Director, Sony Assurance Inc. (Current position)

<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, and Human Resources & General Affairs Department

Number of the Company's shares held: 28 shares

3. Katsumi Ihara (born September 24, 1950)

May 1981 Entered Sony Corporation
June 1997 Corporate Vice President, Sony Corporation
June 2000 Corporate Executive Vice President, Sony Corporation
Oct. 2001 President, Sony Ericsson Mobile Communications AB
June 2004 Executive Deputy President and Group Chief Strategy Officer & Chief Financial Officer,
Corporate Executive Officer, Sony Corporation
June 2005 Executive Deputy President, Representative Corporate Executive Officer, Member of the
Board, Sony Corporation
June 2005 Director of the Company
April 2009 Executive Deputy President, Corporate Executive, Sony Corporation (Current position)

Number of the Company's shares held: 0 shares

4. Taro Okuda (born 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. (Current position)
Director of the Company (Current position)

<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: 64 shares

5. Shinichi Yamamoto (born January 1, 1948)

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

<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: 14 shares

6. Shigeru Ishii (born July 31, 1954)

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

<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

7. Nobuyuki Oneda (born 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
Sep. 2005 Director of the Company (Current position)
April 2009 Executive Vice President, Chief Financial Officer, and Representative Corporate Executive Officer and Director, Sony Corporation (Current position)

<Positions and responsibilities at the Company>

Director

<Representation at other companies>

Executive Vice President, Chief Financial Officer, and Representative Corporate Executive Officer and Director, Sony Corporation

Number of the Company's shares held: 0 shares

8. Yasushi Ikeda (born 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 (Current position)
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.) (Current position)
June 2007 Director of the Company (Current position)
Director, Nippon Metal Industry Co., Ltd. (Current position)

<Positions and responsibilities at the Company>

Director

Number of the Company's shares held: 0 shares

9. Ryuji Yasuda (born 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. (Current position)
Mar. 2004	Director, Shoei Co., Ltd. (Current position)
April 2004	Professor, Graduate School of International Corporate Strategy at Hitotsubashi University (Current position)
June 2005	Director, Fuji Fire and Marine Insurance Co., Ltd. (Current position)
Nov. 2006	Director, Vantec Group Holdings Corporation (current Vantec Corporation) (Current position)
April 2007	Director, Fukuoka Financial Group, Inc. (Current position)
June 2007	Director, Sony Corporation (Current position)
June 2008	Director of the Company (Current position)
	<Positions and responsibilities at the Company> Director

Number of the Company's shares held: 0 shares

Please note the following:

1. Sony Corporation is the parent company of the Company. The Company accepts employees sent on loan from Sony Corporation.
2. Mr. Teruhisa Tokunaka was Representative Officer, Executive Deputy President and Chief Strategy Officer of Sony Corporation from June 2003 until June 2004, when he assumed office as President and Representative Director of the Company.
3. Mr. Katsumi Ihara was Executive Deputy President and Group Chief Strategy Officer & Chief Financial Officer, Corporate Executive Officer, Sony Corporation from June 2004; Executive Deputy President, Representative Corporate Executive Officer, Member of the Board of Sony Corporation from June 2005; and has been Executive Deputy President, Corporate Executive, Sony Corporation, since April 2009. He will retire from Sony Corporation before June 22, 2009, and will retire from all positions in Sony Corporation's affiliated companies other than the Company and its group companies.
4. Mr. Nobuyuki Oneda is Executive Vice President, Chief Financial Officer, and Representative Corporate Executive Officer of Sony Corporation. He will be promoted to the position of Chief Financial Officer and Executive Deputy President, Representative Corporate Executive Officer and Director of Sony Corporation, effective June 19, 2009.
No candidates other than Mr. Nobuyuki Oneda have special interests in the Company.
5. Mr. Yasushi Ikeda is to assume the office of Outside Corporate Auditor of Mitsubishi UFJ Financial Group, Inc., effective June 26, 2009.
6. Mr. Yasushi Ikeda is a candidate for Outside Director, as stipulated in Article 2, Paragraph 3, Item 7, of the Enforcement Ordinance of the Company Law.
The Company has nominated Mr. Yasushi Ikeda as Outside Director because of its expectation that his considerable experience and extensive knowledge acquired over many years as a lawyer will provide valuable opinions and suggestions to the management of the Company.
7. Mr. Yasushi Ikeda currently serves as Outside Director of the Company, and his term of the office will be two years upon the conclusion of this meeting.
8. 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 Company Law. The maximum liability amount of the contract shall be the minimum liability amount provided in Article 425 (1) of the Company Law. The Company will continue to execute such contract upon approval of his re-appointment.
9. Mr. Yasuda is to retire from his position as Director of Vantec Corporation effective June 24, 2009, and from his position as Director of Fuji Fire and Marine Insurance Co., Ltd., effective June 25, 2009.