

May 29, 2009

SHARP CORPORATION

**NOTICE OF CONVOCAION OF THE 115TH ORDINARY GENERAL MEETING
OF SHAREHOLDERS**

To Our Shareholders:

We hereby notify you of the convocation of the 115th Ordinary General Meeting of Shareholders of the Company (hereinafter referred to as “Sharp”) as per the description below.

DESCRIPTION

1. Date and Time: Tuesday, June 23, 2009, at 10:00 a.m.

2. Place: 5-3-51 Nakanoshima, Kita-ku, Osaka

Grand Cube Osaka (Osaka International Convention Center) Main Hall

3. Purpose of the Meeting:

- Report:
1. The Business Report, Consolidated Accounts and Audit of the Consolidated Accounts by the Accounting Auditors and the Board of Corporate Auditors for the 115th Term (from April 1, 2008 to March 31, 2009)
 2. Accounts for the 115th Term (from April 1, 2008 to March 31, 2009)

Resolution:

- Proposal No.1: Appropriation of Surpluses for the 115th Term
Proposal No.2: Partial Amendment to Articles of Incorporation
Proposal No.3: Election of Eleven (11) Directors
Proposal No.4: Continuation of Plan Regarding Large-Scale Purchases of Sharp Corporation Shares (Takeover Defense Plan)

[Attachment 1]

CONSOLIDATED BALANCE SHEET

(As of March 31, 2009)

(Millions of Yen)

ASSETS		LIABILITIES	
Current Assets	1,301,962	Current Liabilities	1,189,969
Cash and deposits	336,937	Notes and accounts payable	446,866
Notes and accounts receivable	345,703	Short-term borrowings	61,477
Inventories	399,985	Current portion of straight bonds	1,502
Deferred tax assets	60,538	Commercial paper	335,426
Other current assets	163,974	Accrued expenses	148,361
Allowance for doubtful receivables	-5,175	Accrued employees' bonuses	25,533
		Accrued product warranty	11,938
		Other current liabilities	158,866
Non-Current Assets	1,383,235		
Tangible Fixed Assets	1,032,075	Long-Term Liabilities	450,305
Buildings and structures	692,894	Straight bonds	104,818
Machinery and vehicles	1,590,838	Bonds with subscription rights to share	203,211
Equipment	384,903	Long-term borrowings	100,046
Land	97,653	Allowance for severance and pension benefits	5,719
Construction in progress	110,390	Other long-term liabilities	36,511
Other tangible fixed assets	31,038		
Less-accumulated depreciation	-1,875,641	Total Liabilities	1,640,274
Intangible Fixed Assets	83,324	NET ASSETS	
Industrial Property	17,740	Owners' Equity	1,124,398
Software	50,542	Common Stock	204,676
Other intangible fixed assets	15,042	Capital Surplus	268,538
Investments and Other Assets	267,836	Retained Earnings	664,924
Investments in securities	72,330	Less-cost of Treasury Stock	-13,740
Deferred tax assets	113,314		
Other fixed assets	82,967	Valuation and Translation Adjustments	-85,284
Allowance for doubtful receivables	-775	Net Unrealized Holding Loss on Securities	-1,946
Deferred Assets	3,524	Deferred Loss on Hedges	-9,142
Bond issue cost	3,524	Foreign Currency Translation Adjustments	-74,196
		Minority Interests	9,333
		Total Net Assets	1,048,447
Total Assets	2,688,721	Total Liabilities and Net Assets	2,688,721

(Note) Fractions rounded to the nearest million yen.

[Attachment 2]

CONSOLIDATED STATEMENT OF INCOME

(From April 1, 2008 to March 31, 2009)

(Millions of Yen)

Net Sales		2,847,227
Cost of sales		2,392,397
Gross Profit		454,830
Selling, general and administrative expenses		510,311
Operating Loss		55,481
Non-Operating Income		30,957
Interest and dividend income	7,009	
Other non-operating income	23,948	
Non-Operating Expenses		57,907
Interest expenses	9,147	
Other non-operating expenses	48,760	
Recurring Loss		82,431
Special Income		18,739
Gain on sales of noncurrent assets	218	
Gain on sales of stocks of subsidiaries and affiliates	18,521	
Special Losses		140,447
Loss on sales and retirement of noncurrent assets	10,576	
Loss on sales of investment securities	1,914	
Loss on impairment of investment securities	49,875	
Loss on valuation of inventories	7,639	
Restructuring charges	58,439	
Loss on violation of the antitrust law	12,004	
Loss before Income Taxes and Minority Interests		204,139
Corporate income, inhabitant and business taxes		4,274
Adjustment to income taxes		-83,177
Minority interests in income of consolidated subsidiaries		579
Net Loss		125,815

(Note) Fractions rounded to the nearest million yen.

[Attachment 3]

CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS

(From April 1, 2008 to March 31, 2009)

(Millions of Yen)

	Owners' Equity				
	Common stock	Capital surplus	Retained earnings	Less cost of treasury stock	Total owners' equity
Balance at March 31, 2008	204,676	268,582	816,387	-13,711	1,275,934
Changes of items during the period					
Dividends from surplus			-30,814		-30,814
Net loss			-125,815		-125,815
Increase (decrease) resulting from change in accounting standards of foreign subsidiaries			5,101		5,101
Increase (decrease) due to unfunded retirement benefit obligation of foreign subsidiaries			65		65
Purchase of treasury stock				-176	-176
Disposal of treasury stock		-44		147	103
Net changes of items other than owners' equity					
Total changes of items during the period	—	-44	-151,463	-29	-151,536
Balance at March 31, 2009	204,676	268,538	664,924	-13,740	1,124,398

	Valuation and Translation Adjustments				Minority Interests	Total Net Assets
	Net unrealized holding gains (losses) on securities	Deferred gains (losses) on hedges	Foreign currency translation adjustments	Total valuation and translation adjustments		
Balance at March 31, 2008	1,662	145	-46,155	-44,348	10,282	1,241,868
Changes of items during the period						
Dividends from surplus						-30,814
Net loss						-125,815
Increase (decrease) resulting from change in accounting standards of foreign subsidiaries						5,101
Increase (decrease) due to unfunded retirement benefit obligation of foreign subsidiaries						65
Purchase of treasury stock						-176
Disposal of treasury stock						103
Net changes of items other than owners' equity	-3,608	-9,287	-28,041	-40,936	-949	-41,885
Total changes of items during the period	-3,608	-9,287	-28,041	-40,936	-949	-193,421
Balance at March 31, 2009	-1,946	-9,142	-74,196	-85,284	9,333	1,048,447

(Notes) Fractions rounded to the nearest million yen.

[Attachment 4]

Consolidated Explanatory Notes

(Notes concerning Important Matters Presented in Consolidated Financial Statements)

1. Scope of Consolidation

Number of consolidated subsidiaries: fifty-four (54)

Names of major consolidated subsidiaries: omitted

Names of major non-consolidated companies: Sharp India Ltd.

(Reason why this company is not included in consolidation)

From the viewpoint of total assets, sales, net income (loss) for the current term, retained earnings and other items, this company is minor and, as a whole, does not have a material effect on the items of the consolidated financial statements.

2. Matters concerning Application of Equity Method

Number of non-consolidated companies to which equity method is applied: one (1)

Number of affiliates to which equity method is applied: fifteen (15)

Names of major companies: Sharp Roxy (Hong Kong) Ltd.

Names of major non-consolidated companies and affiliates to which equity method is not applied:

Sharp Telecommunications of Europe, Limited

(Reason for not applying equity method)

The effect on consolidated net income and consolidated retained earnings and other items is minor and, as a whole, is not material.

3. Matters concerning Business Year, etc. of Consolidated Subsidiaries

The business years of Sharp Office Equipments (Changshu) Co., Ltd., Sharp Electronica Mexico S.A. de C.V. and seven (7) other companies end on December 31. For presenting consolidated financial statements, Sharp provisionally settles the accounts of Sharp Electronica Mexico S.A. de C. V. at the end of the consolidated fiscal year end for consolidation, and Sharp uses other companies' financial statements based on their business year.

4. Matters Related to Accounting Procedure Standards

(1) Valuation Standards and Methods for Important Assets

1) Valuation Standards and Methods for Securities

Other Securities

•Securities with available fair market values:

Primarily, stated at fair market value based on average of market price during the last month of the fiscal year (valuation differences are disposed using the direct net asset adjustment method and the cost of securities sold is calculated using the average cost method).

•Securities with no available fair market value:

Primarily, stated at average cost.

2) Valuation Standards and Methods for Inventories

Inventories held by Sharp and its domestic consolidated subsidiaries are primarily stated at moving average cost (for the book value of inventories on the balance sheets, by writing inventories down based on their decrease in profitability of assets).

For overseas consolidated subsidiaries, inventories are stated at the lower of moving average cost or market.

(2) Depreciation Methods Used for Important Depreciable Assets

1) Method of Depreciation for Property, Plant and Equipment (Except for Lease Assets)

For Sharp and its domestic consolidated subsidiaries, depreciation is based primarily on the declining-balance method, except for machinery and equipment in the Mie and Kameyama Plants, which are depreciated on the straight-line method.

Overseas consolidated subsidiaries primarily use the straight-line method.

2) Method of Amortization for Intangible Fixed Assets (Except for Lease Assets)

Amortization is based on the straight-line method.

Software used by Sharp is amortized by the straight-line method over an estimated useful life of principally five (5) years, however, software embedded in products is amortized over the forecasted sales quantity.

3) Method of Depreciation for Lease Assets

Finance leases that do not transfer ownership

Depreciation is based on the straight-line method that takes the lease period as the depreciable life and the residual value as zero (0).

Regarding finance leases of Sharp and its domestic consolidated subsidiaries that do not transfer ownership, for which the starting date for the lease transaction is prior to March 31, 2008, lease payments are recognized as expenses.

(3) Accounting Standard for Important Allowances and Reserves

1) Allowance for Doubtful Receivables

Allowance for ordinary receivables is recorded based on past actual bad debt ratios, and allowance for bad debts is recorded based on collectibility.

2) Accrued Employees' Bonuses

The reserve for payment of employees' bonuses is set aside based on estimated amounts to be paid in the subsequent period.

3) Accrued Product Warranty

Estimated amounts of warranty are accrued based on the past experience.

4) Allowance for Severance and Pension Benefits

To provide for employees' severance and pension benefits, reserves are set aside based on the estimated amounts of projected benefit obligation and the fair value of plan assets at the end of the current consolidated fiscal year.

Prior service costs are amortized over the average of the estimated remaining service lives [sixteen (16) years].

Actuarial losses are recognized primarily in expenses over the average of estimated remaining services lives [sixteen (16) years] commencing with the following consolidated fiscal year.

(4) Other Important Matters Presenting Consolidated Financial Statements

1) Method for Amortization for Deferred Assets

Bond Issue Cost:

Bond issue cost is amortized under the straight-line method over the redemption period.

2) Accounting for Consumption Taxes, etc.

The tax exclusion method is applied.

3) Adoption of Consolidated Tax Return System

The consolidated tax return system is adopted.

5. Method for the Valuation of Assets and Liabilities of Consolidated Subsidiaries

The full market-value method is adopted as the method for the valuation of assets and liabilities of consolidated subsidiaries.

6. Amortization of Goodwill

With regard to the amortization of goodwill, the goodwill for which the effective term is possible to be estimated is amortized evenly over the estimated number of years, and the rest is amortized evenly over a five (5) year period. However, if the amount is minor, the entire amount is amortized during the period of occurrence.

(Changes in Scope of Consolidation)

Bertil Stenbeck Dokumenthantering AB and one (1) other company were included in the scope of consolidation due to acquisition of their stocks in this consolidated fiscal year. Sharp Finance Corporation, which had been a consolidated subsidiary in the previous consolidated fiscal year, was excluded from the scope of consolidation because of partial stock transfer and having become one of the affiliates.

(Changes in Scope of Application of the Equity Method)

Sharp Finance Corporation, which had been a consolidated subsidiary in the previous consolidated fiscal year, was excluded from the scope of consolidation because of partial stock transfer and having become one of the affiliates, and then was included among the affiliates for which the equity method has been applied in this consolidated fiscal year. Renesas SP Drivers Inc. was newly established in this consolidated fiscal year and ELIYY Power Co., Ltd issued stock to Sharp through third-party allotment, and then were respectively included among the affiliates for which the equity method has been applied in this consolidated fiscal year. Tokyo Electron PV Ltd. was included among the affiliates for which the equity method has been applied in consideration of its importance. Sharp-Roxy Electronics Corporation (Malaysia) Sdn. Bhd., which had been included among the affiliates for which the equity method has been applied up to this consolidated fiscal year for the second quarter ended September 30, 2008, merged into Sharp Manufacturing Corporation (Malaysia) Sdn. Bhd., which is a consolidated subsidiary, in this consolidated fiscal year, and then was excluded from the affiliates for which the equity method has been applied.

(Changes in Accounting Methods)

1. Changes in Standard and Method for Measurement of Inventories

Starting from the year ended March 31, 2009, Sharp and its domestic consolidated subsidiaries have applied the "Accounting Standard for Measurement of Inventories" (Accounting Standards Board of Japan (ASBJ) Statement No. 9, issued by the ASBJ on July 5, 2006).

As a result, for the year ended March 31, 2009, operating loss, recurring loss and loss before income taxes and minority interests increased 5,274 million yen, 5,280 million yen and 12,919 million yen, respectively, compared to amounts calculated by the previous method.

Also, valuation methods for raw materials and work in process had previously been based on the last invoice method. However, starting from the year ended March 31, 2009, Sharp and its domestic consolidated subsidiaries have adopted the moving average method in order to properly reflect the impact of fluctuations in raw material prices on financial statements, and to achieve more appropriate periodic accounting of profit and loss.

This change had an immaterial impact on financial statements.

2. Adoption of “Practical Solution on Unification of Accounting Policies Applied to Foreign Subsidiaries for Consolidated Financial Statements”

Starting from the year ended March 31, 2009, Sharp has applied the “Practical Solution on Unification of Accounting Policies Applied to Foreign Subsidiaries for Consolidated Financial Statements” (ASBJ PITF No.18, issued by the ASBJ on May 17, 2006) and made revisions required for consolidated accounting.

As a result, for the year ended March 31, 2009, operating loss, recurring loss and loss before income taxes and minority interests increased 1,804 million yen, 1,862million yen and 1,922 million yen, respectively, compared to amounts calculated by the previous method.

3. Adoption of Accounting Standard for Lease Transactions

Previously, lease payments under finance leases that do not transfer ownership of the leased property to the lessee had been recognized as expenses. However, starting from the year ended March 31, 2009, Sharp and its domestic consolidated subsidiaries have applied the “Accounting Standard for Lease Transactions” (ASBJ Statement No.13, revised on March 30, 2007 (originally issued by the 1st committee of the Business Accounting Council on June 17, 1993)) and the “Guidance on Accounting Standard for Lease Transactions” (ASBJ Guidance No.16, revised on March 30, 2007 (originally issued by the Auditing Standards Committee of the Japanese Institute of Certified Public Accountants on January 18, 1994)) and are following accounting procedures for normal sales transactions.

Regarding finance leases that do not transfer ownership for which the starting date for the lease transaction is prior to March 31, 2008, lease payments are recognized as expenses.

This change had an immaterial impact on financial statements.

(Notes to Consolidated Balance Sheet)

1. Inventories	
Finished products	179,629 million yen
Work in process	148,482 million yen
Raw materials and supplies	71,874 million yen
Total	<u>399,985 million yen</u>
2. Guarantee Liability	
Guarantee for employee housing borrowing	27,201 million yen
Guarantee for bank loans	
Kansai Recycle Systems Corporation	150 million yen
Sub-total	<u>150 million yen</u>
Total	<u>27,351 million yen</u>

3. Others

Sharp is currently the subject of investigations being conducted by the Directorate General for Competition of the European Commission, etc. with regard to TFT LCD business, and civil lawsuits against Sharp were filed and are pending in North America.

Further, regarding investigation by the United States Department of Justice, Sharp concluded a plea agreement with it to pay a fine. Sharp also received a cease and desist order and an administrative surcharge payment order from the Japan Fair Trade Commission.

(Notes to Consolidated Statement of Income)

Restructuring Charge

This is concerning the reorganization of LCD plants and other factors (including impairment loss)

(Impairment Loss)

As a part of the reorganization of LCD plants, a part of the Mie plant, which has almost fully depreciated, is scheduled to be closed, and a part of the plant of Sharp Yonago Corporation has ceased operation and is expected not to resume operation. As a result, Sharp reduced the book value of such respective plants to estimated recoverable amount, and recognized the decreased amount of 7,455 million yen as restructuring charges categorized in Special Loss in this consolidated fiscal year. Details are as follows: 4,035 million yen, for machinery; 3,420 million yen, for the others.

Further, Sharp recognized impairment loss of 2,013 million yen as a restructuring charge regarding a part of the plant of Sharp Electronics Corporation (United States of America).

(Notes to Consolidated Statement of Changes in Net Assets)

1. Type and number of issued shares as at the end of this consolidated fiscal year

Common Stock 1,110,699,887 shares

2. Matters concerning dividends

(1) Amount of Dividends Paid

Resolution	Type of Shares	Total Dividends	Dividend per Share	Record Date	Effective Date
Ordinary General Meeting of Shareholders ("OGM") on June 24, 2008	Common stock	15,407 million yen	14 yen	March 31, 2008	June 25, 2008
Meeting of Board of Directors on October 30, 2008	Common stock	15,407 million yen	14 yen	September 30, 2008	December 1, 2008

(2) Dividends with record date included in this consolidated fiscal year, which become effective in the following consolidated fiscal year.

At the Ordinary General Meeting of Shareholders to be held on June 23, 2009, the following proposal concerning payment of dividends to common stock will be made.

Resolution	Type of Shares	Total Dividends	Source of Dividend	Dividend per Share	Record Date	Effective Date
OGM on June 23, 2009	Common stock	7,703 million yen	Retained earnings	7 yen	March 31, 2009	June 24, 2009

3. Type and number of shares which are subject to share warrants as of the end of this consolidated fiscal year

Breakdown of Share Warrants	Types of Shares Subject to Share Warrants	Number of Shares Subject to Share Warrant			
		End of Previous Consolidated Fiscal Year	Increase in This Consolidated Fiscal Year	Decrease in This Consolidated Fiscal Year	End of This Consolidated Fiscal Year
Share warrants attached to the 20th unsecured debentures with rights to subscribe for new shares (issued on October 17, 2006)	Common stock	79,018,964 shares	0 shares	0 shares	79,018,964 shares

(Note) 1. The number of shares subject to share warrants indicated in the “End of Previous Consolidated Fiscal Year” and the “End of This Consolidated Fiscal Year” columns are the maximum numbers of shares calculated at the conversion price as of the end of previous and this consolidated fiscal year, respectively.

2. All of the above share warrants are enforceable.

(Note to Per Share Information)

1. Net assets per share	994.24 yen
2. Net loss per share	114.33 yen

[Attachment 5]

BALANCE SHEET (based on non-consolidated results)

(As of March 31, 2009)

(Millions of Yen)

ASSETS		LIABILITIES	
Current Assets	977,773	Current Liabilities	1,002,747
Cash and deposits	289,320	Notes payable	5,681
Notes receivable	26	Accounts payable	362,330
Accounts receivable	262,255	Commercial paper	325,000
Finished products	53,941	Lease liabilities	2,631
Work in process	133,546	Accounts payable-other	137,704
Raw materials and supplies	42,849	Accrued expenses	99,566
Prepaid expenses	1,424	Deposits received	32,476
Deferred tax assets	36,652	Accrued employees' bonuses	18,000
Non-trade accounts receivable	94,092	Accrued product warranty	5,470
Other current assets	67,251	Other current liabilities	13,887
Allowance for doubtful receivables	-3,587	Long-term Liabilities	393,431
Non-Current Assets	1,400,431	Straight bonds	100,000
Tangible Fixed Assets	928,059	Bonds with subscription rights to share	203,211
Buildings	286,506	Long-term borrowings	70,000
Structures	11,538	Lease liabilities	11,787
Machinery and equipment	376,253	Other long-term liabilities	8,433
Vehicles	156	Total Liabilities	1,396,179
Tools and furniture	39,319	NET ASSETS	
Land	93,028	Owners' Equity	995,864
Lease assets	15,015	Common Stock	204,675
Construction in progress	106,241	Capital Surplus	268,537
Intangible Fixed Assets	65,700	Capital reserve	261,415
Industrial property	17,591	Other capital surplus	7,122
Rights to use facilities	580	Retained Earnings	536,391
Software	47,529	Legal reserve	26,115
Investments and Other Assets	406,672	Other retained earnings	510,276
Investments in securities	38,109	Reserve for special depreciation	24,680
Shares in affiliates	163,428	Reserve for deferred gains on fixed assets	4,355
Capital invested in affiliates	30,812	Reserve for severance payment	1,756
Long-term prepaid expenses	32,461	Reserve for dividend payment	2,900
Deferred tax assets	107,754	General reserve	587,950
Other fixed assets	34,117	Retained earnings carried forward	-111,364
Allowance for doubtful receivables	-12	Treasury Stock	-13,740
Deferred Assets	3,524	Valuation and Translation Adjustments	-10,313
Bond issue cost	3,524	Net Unrealized Holding Loss on Securities	-2,276
		Deferred Loss on Hedges	-8,037
		Total Net Assets	985,550
Total Assets	2,381,729	Total Liabilities and Net Assets	2,381,729

(Note) Fractions rounded down to the nearest million yen.

[Attachment 6]

STATEMENT OF INCOME (based on non-consolidated results)

(From April 1, 2008 to March 31, 2009)

(Millions of Yen)

Net Sales		2,254,395
Cost of sales		2,067,130
Gross Profit		187,264
Selling, general and administrative expenses		275,003
Operating Loss		87,739
Non-Operating Income		33,468
Interest and dividends income	13,878	
Other non-operating income	19,590	
Non-Operating Expenses		54,737
Interest expenses	3,858	
Other non-operating expenses	50,878	
Recurring Loss		109,008
Special Income		29,393
Gain on sales of noncurrent assets	143	
Gain on sales of stocks of subsidiaries and affiliates	29,249	
Special Losses		134,710
Loss on sales and retirement of noncurrent assets	10,096	
Loss on sales of investment securities	1,913	
Loss on impairment of investment securities	49,724	
Loss on valuation of inventories	7,630	
Restructuring charges	53,341	
Loss on violation of the antitrust law	12,004	
Loss before Income Taxes		214,324
Corporate income, inhabitant and business taxes		-6,320
Adjustment to income taxes		-76,480
Net Loss		131,524

(Note) Fractions rounded down to the nearest million yen.

[Attachment 7]

STATEMENT OF CHANGES IN NET ASSETS (based on non-consolidated results)

(From April 1, 2008 to March 31, 2009)

(Millions of Yen)

	Owners' Equity											
	Common Stock	Capital Surplus			Legal Reserve	Retained Earnings						
		Capital Reserve	Other Capital Surplus	Total Capital Surplus		Other Retained Earnings						
						Reserve for Special Depreciation	Reserve for Deferred Gains on Fixed Assets	Reserve for Severance Payment	Reserve for Dividend Payment	General Reserve	Retained Earnings Carried Forward	Total Retained Earnings
Balance at March 31, 2008	204,675	261,415	7,167	268,582	26,115	26,439	4,418	1,756	2,900	544,950	92,151	698,729
Changes of items during the period												
Reversal of special depreciation						-1,759					1,759	—
Reversal of deferred gains on fixed assets							-63				63	—
General reserve										43,000	-43,000	—
Payment of surplus dividend											-30,814	-30,814
Current net loss											-131,524	-131,524
Purchase of treasury stock												
Disposal of treasury stock			-44	-44								
Net changes of items other than owners' equity												
Total changes of items during the period	—	—	-44	-44	—	-1,759	-63	—	—	43,000	-203,516	-162,338
Balance at March 31, 2009	204,675	261,415	7,122	268,537	26,115	24,680	4,355	1,756	2,900	587,950	-111,364	536,391

	Owners' Equity		Valuation and Translation Adjustments			Total Net Assets
	Treasury Stock	Total Owners' Equity	Net Unrealized Holding Gain (Loss) on Securities	Deferred Gain (Loss) on Hedges	Total Valuation and Translation Adjustments	
Balance at March 31, 2008	-13,711	1,158,276	693	142	835	1,159,112
Changes of items during the period						
Reversal of special depreciation		—				—
Reversal of deferred gains on fixed assets		—				—
General reserve		—				—
Payment of surplus dividend		-30,814				-30,814
Current net loss		-131,524				-131,524
Purchase of treasury stock	-175	-175				-175
Disposal of treasury stock	146	102				102
Net changes of items other than owners' equity			-2,970	-8,179	-11,149	-11,149
Total changes of items during the period	-29	-162,412	-2,970	-8,179	-11,149	-173,562
Balance at March 31, 2009	-13,740	995,864	-2,276	-8,037	-10,313	985,550

(Notes) Fractions rounded down to the nearest million yen.

[Attachment 8]

Individual Explanatory Notes

(Notes concerning Matters relating to Material Accounting Policies)

1. Valuation Standards and Methods for Assets

(1) Valuation Standards and Methods for Securities

Shares of Subsidiaries and Affiliates:

Stated at average cost.

Other securities

- Securities with available fair market values:

Stated at fair market value based on average of market price during the last month of the fiscal year (valuation differences are disposed using the direct net asset adjustment method and the cost of securities sold is calculated using the average cost method).

- Securities with no available fair market value:

Stated at average cost.

(2) Valuation Standards and Methods for Inventories

Finished products, raw materials and work in process:

Stated at moving average cost (for the book value of inventories on the balance sheets, by writing inventories down based on their decrease in profitability of assets).

Supplies:

Stated at the current production and purchase costs.

2. Depreciation Methods Used for Non-current Assets

Tangible Fixed Assets:

(1) Method of Depreciation for Property, Plant and Equipment (Except for Lease Assets)

Depreciation of plant and equipment is based on the declining balance method, except for machinery and equipment in the Mie and Kameyama Plants, which are depreciated on the straight-line method.

However, buildings (excluding annexed structures) obtained on or after April 1, 1998 are depreciated on the straight line method.

(2) Method of Amortization for Intangible Fixed Assets (Except for Lease Assets)

Amortization is based on the straight-line method.

Software used by Sharp is amortized by the straight-line method over an estimated useful life of principally five (5) years, however, software embedded in products is amortized over the forecasted sales quantity.

(3) Method of Depreciation for Lease Assets

Finance leases that do not transfer ownership

Depreciation is based on the straight-line method that takes the lease period as the depreciable life and the residual value as zero (0).

Regarding finance leases of Sharp and its domestic consolidated subsidiaries that do not transfer ownership, for which the starting date for the lease transaction is prior to March 31, 2008, lease payments are recognized as expenses.

3. Accounting Standard for Allowances and Reserves

(1) Allowance for Doubtful Receivables

In order to prepare for loss on bad debts for accounts receivables, allowance for ordinary receivables is calculated based on past actual bad debt ratios, and allowance for bad debts is calculated based on collectibility.

(2) Accrued Employees' Bonuses

In order to prepare for employees' bonuses, the reserve for employees' bonuses is set aside based on estimated amounts to be paid in the subsequent period.

(3) Accrued Product Warranty

In order to prepare for after-sales service expenses within the warranty period, estimated amounts of warranty are accrued based on the past experience.

(4) Allowance for Severance and Pension Benefits

To provide for employees' severance and pension benefits, reserves are set aside based on the estimated amounts of projected benefit obligation and the fair value of plan assets at the end of this fiscal year.

Prior service costs are amortized over the average of the estimated remaining service lives [sixteen (16) years].

Actuarial losses are recognized primarily in expenses over the average of estimated remaining services lives [sixteen (16) years] commencing with the following period.

4. Other Important Matters Presented in Financial Statements

(1) Method for Amortization for Deferred Assets

Bond Issue Cost:

Bond issue cost is amortized under the straight-line method over the redemption period

(2) Accounting for Consumption Taxes, etc.

The tax exclusion method is applied.

(3) Adoption of Consolidated Tax Return System

The consolidated tax return system is adopted.

(Changes in Accounting Methods)

1. Changes in Standard and Method for Measurement of Inventories

Starting from the year ended March 31, 2009, Sharp and its domestic consolidated subsidiaries have applied the "Accounting Standard for Measurement of Inventories" (Accounting Standards Board of Japan (ASBJ) Statement No. 9, issued by the ASBJ on July 5, 2006).

As a result, for the year ended March 31, 2009, operating loss, recurring loss and loss before income taxes increased 3,989 million yen, 3,989 million yen and 11,619 million yen, respectively, compared to amounts calculated by the previous method.

Also, valuation methods for raw materials and work in process had previously been based on the last invoice method. However, starting from the year ended March 31, 2009, Sharp and its domestic consolidated subsidiaries have adopted the moving average method in order to properly reflect the impact of fluctuations in raw material prices on financial statements, and to achieve more appropriate periodic accounting of profit and loss.

This change had an immaterial impact on financial statements.

2. Adoption of Accounting Standard for Lease Transactions

Previously, lease payments under finance leases that do not transfer ownership of the leased property to the lessee had been recognized as expenses. However, starting from the year ended March 31, 2009, Sharp and its domestic consolidated subsidiaries have applied the “Accounting Standard for Lease Transactions” (ASBJ Statement No.13, revised on March 30, 2007 (originally issued by the 1st committee of the Business Accounting Council on June 17, 1993)) and the “Guidance on Accounting Standard for Lease Transactions” (ASBJ Guidance No.16, revised on March 30, 2007 (originally issued by the Auditing Standards Committee of the Japanese Institute of Certified Public Accountants on January 18, 1994)) and are following accounting procedures for normal sales transactions.

Regarding finance leases that do not transfer ownership for which the starting date for the lease transaction is prior to March 31, 2008, lease payments are recognized as expenses.

This change had an immaterial impact on financial statements.

(Notes to Balance Sheet)

1.	Accumulated depreciation of tangible fixed assets	1,752,795	million yen
2.	(1)Guarantee Liability		
	Guarantee for employee housing borrowing	27,201	million yen
	Guarantee for bank loans		
	Kansai Recycle Systems Company	150	million yen
	Total	27,351	million yen
	(2)Letter of Comfort on Management Advice		
	This is an agreement with subsidiaries for the purpose of complementing the credibility of such subsidiaries.		
	Sharp International Finance (U.K.) Plc.	9,924	million yen
	Sharp Electronics Corporation	6,501	million yen
	Total	16,426	million yen
3.	Short-term monetary claim to affiliates	198,984	million yen
	Long-term monetary claim to affiliates	7	million yen
	Short-term monetary liabilities to affiliates	118,995	million yen
	Long-term monetary liabilities to affiliates	10,082	million yen
4.	Others		
	Sharp is currently the subject of investigations being conducted by the Directorate General for Competition of the European Commission, etc. with regard to TFT LCD business, and civil lawsuits against Sharp were filed and are pending in North America.		

Further, regarding investigation by the United States Department of Justice, Sharp concluded a plea agreement with it to pay a fine. Sharp also received a cease and desist order and an administrative surcharge payment order from the Japan Fair Trade Commission.

(Notes to Statement of Income)

1. Amount of sales to affiliates	1,373,363	million yen
Amount of goods purchased from affiliates	718,416	million yen
Amount of transactions with affiliates other than business transactions	44,196	million yen

2. Restructuring Charge

This is concerning the reorganization of LCD plants and other factors (including impairment loss)

(Impairment Loss)

As a part of the reorganization of LCD plants, a part of the Mie plant, which has almost fully depreciated, is scheduled to be closed. As a result, Sharp reduced the book value of such respective plant to the estimated recoverable amount, and recognized a decreased amount of 5,643 million yen as restructuring charges categorized in Special Loss in this fiscal year. Details are as follows: 3,939 million yen, for machinery and equipment; 1,704 million yen, for the others.

(Notes to Statement of Changes in Net Assets)

Type and number of issued shares as at the end of this fiscal year

Common Stock	10,219,774 shares
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(Notes to Deferred Tax Accounting)

Breakdown by major cause of deferred tax assets and deferred tax liabilities

(Deferred Tax Assets)

Inventory assets	14,704	million yen
Accrued bonus	7,308	million yen
Software	25,178	million yen
Long-term prepaid expense	16,871	million yen
Loss carried forward	86,205	million yen
Other deferred tax assets	26,588	million yen
Sub-total of deferred tax assets	176,854	million yen
Valuation reserve	-3,817	million yen
Total deferred tax assets	173,037	million yen

(Deferred Tax Liabilities)

Reserve for special depreciation	-16,870	million yen
Reserve for deferred gains on fixed assets	-2,976	million yen
Other deferred tax liabilities	-8,785	million yen
Total deferred tax liabilities	-28,631	million yen
Net deferred tax assets	144,406	million yen

(Notes to Fixed Assets Used by Lease)

Regarding finance leases that do not transfer ownership for which the starting date for the lease transaction is prior to March 31, 2008, lease payments are recognized as expenses.

1.	Acquisition cost as of the end of this fiscal year	115,795	million yen
2.	Accumulated depreciation amount as of the end of this fiscal year	67,731	million yen
3.	Prepaid lease payments as of the end of this business year	48,064	million yen

(Note to per Share Information)

1.	Net assets per share	895.56	yen
2.	Net loss per share	119.51	yen

*The Attachments from 1 to 8 are a translation of the consolidated and non-consolidated financial statements of Sharp, which were prepared in accordance with accounting principles and practices generally accepted in Japan.

REFERENCE INFORMATION REGARDING PROPOSALS

Proposal No.1: Appropriation of Surpluses for the 115th Term

Sharp recommends that surpluses be appropriated as stated below.

Sharp considers distributing profits to shareholders to be one of management's top priorities. While maintaining consistently stable dividend pay-outs, and while carefully considering our consolidated business performance, financial situation and future business development in a comprehensive manner, Sharp will implement a set of measures to return profits to our shareholders.

Despite this policy, reflecting the severe financial results, Sharp recommends that there be an annual dividend of 21 yen per share, which is a decrease of 7 yen per share compared to the previous term. Since Sharp has already paid interim dividends of 14 yen per share on December 1, 2008, Sharp recommends that the year-end dividend be 7 yen per share.

Sharp recommends that the all of the reserve for dividend payment and a part of the general reserve be reversed.

1. Year-End Dividend

(1) Type of Dividend: Cash

(2) Appropriation of Dividends to Shareholders and Total Amount of Dividends:

7 yen per common share

Total of 7,703,360,791 yen

(3) Effective Date of Surplus Dividends: Wednesday, June 24, 2009

2. Other Appropriation of Retained Earnings

(1) Surplus which is to decrease and its amount:

Reserve for dividend payment 2,900,000,000 yen

General reserve 130,000,000,000 yen

(2) Surplus which is to increase and its amount:

Retained earnings carried forward 132,900,000,000 yen

Proposal No.2: Partial Amendment to Articles of Incorporation

1. Reasons for the Amendment

(1) A certain objective of Sharp is to be added in line with new business development relating to power generation and electricity supply by solar cell, etc. A certain objective of Sharp is to be amended in accordance with Sharp's business situation.

(Proposed amendment of Article 3)

(2) The "Law for Partial Amendments to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks and Other Securities" (Law No. 88 of 2004, hereinafter referred to as the "Settlement Streamlining Law.") became effective on January 5, 2009. As a result, Sharp is deemed to have adopted a resolution to amend the Articles of Incorporation to abolish the provision relating to the issuance of share certificates on the date of implementation of the Settlement Streamlining Law, and accordingly Sharp shall delete this provision.

Pursuant to the Settlement Streamlining Law, Sharp will also make necessary changes to the Articles of Incorporation, including deletion of the provisions or phrases relating to non-issuance of share certificates for shares of less than a unit and beneficial shareholders and beneficial shareholders' register which are no longer applicable.

The Settlement Streamlining Law stipulates that a register of lost share certificates shall be created and maintained for one (1) year from the day following the date of implementation of the Settlement Streamlining Law. This stipulation has necessitated the establishment of the supplementary provisions. (Deletion of current Article 7, Proposed amendments of Article 8, Article 9, Article 10, Article 40 and Article 41, and Article 1 and Article 2 of Supplementary Provisions)

- (3) Sharp shall establish a new provision that allows it to enter into Limited Liability Agreements with Outside Directors so that Sharp appoints persons who can fully play their anticipated role as Outside Directors. (Proposed amendments of Article 26)

Consent by all Corporate Auditors has been given to the establishment of this new provision.

- (4) In addition to those above, Sharp shall make necessary changes to the number of articles.

2. Details of Amendments

Details of the proposed amendments are as follows:

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendment
<p>(Object) Article 3 The object of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none">1. Manufacture and sale of communications machinery and equipment.2. Manufacture and sale of electrical machinery and equipment.3. Manufacture and sale of electronic applications machinery and equipment.4. Manufacture and sale of medical machinery and equipment.5. Manufacture and sale of measuring machinery and equipment.6. Manufacture and sale of building-related or residential facilities such as air conditioners and kitchen units, etc.7. Manufacture and sale of other machinery and equipment.8. Manufacture and sale of semiconductor devices, liquid crystal displays, solar batteries and other apparatus or parts incidental or relating to the machinery and equipment mentioned in the preceding items.	<p>(Object) Article 3 The object of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none">1.2.3.4.5. (No amendment)6.7.8.

Current Articles of Incorporation	Proposed Amendment
<p>9. Design and execution and contracting for construction work of installation of the machinery and equipment mentioned in the preceding items, etc. or of the manufacturing facilities thereof and for general engineering work.</p> <p>10. Production and sale of software.</p> <p>11. Sale, promotion of purchase by installment, lease and import and export of the machinery and equipment mentioned in the preceding items, automobiles, <u>automobile utensils, furniture, goods for sports and daily merchandise</u>, etc.</p> <p>(New)</p> <p><u>12.</u> Information communication service, information processing service and information providing service.</p> <p><u>13.</u> Guarantee, loan and factoring businesses.</p> <p><u>14.</u> Solicitation of life insurance and non-life insurance agency business.</p> <p><u>15.</u> General travel business.</p> <p><u>16.</u> Worker dispatch business.</p> <p><u>17.</u> All businesses and activities incidental or relating to any of the foregoing items.</p>	<p>9.)</p> <p>(No amendment)</p> <p>10.)</p> <p>11. Sale, promotion of purchase by installment, lease and import and export of the machinery and equipment mentioned in the preceding items, automobiles <u>and automobile utensils</u>, etc.</p> <p><u>12.</u> <u>Electric power generation and electricity supply business.</u></p> <p><u>13.</u>)</p> <p><u>14.</u>)</p> <p><u>15.</u>) (No amendment)</p> <p>16.)</p> <p><u>17.</u>)</p> <p><u>18.</u>)</p>
<p><u>(Issuance of Share Certificates)</u></p> <p><u>Article 7</u></p> <p><u>The Company shall issue share certificates of shares of the Company.</u></p> <p>Article <u>8</u></p> <p>(Omit the statement of provisions)</p> <p>(Number of Shares in a Unit (<i>Tangen</i>) of Shares <u>and Non-Issuance of Share Certificates that are Less than a Unit (<i>Tangen</i>) of Shares</u>)</p> <p>Article <u>9</u></p> <p>The number of shares comprising one unit (<i>tangen</i>) of shares shall be 1,000.</p> <p><u>(2) Notwithstanding Article 7 herein, the Company shall not issue any share certificates for shares that are less than one unit (<i>tangen</i>) of shares unless otherwise provided in the Share Handling Regulations.</u></p>	<p>(Delete)</p> <p>Article <u>7</u></p> <p>(No amendment)</p> <p>(Number of Shares in a Unit (<i>Tangen</i>) of Shares)</p> <p>Article <u>8</u></p> <p>(No amendment)</p> <p>(Delete)</p>

Current Articles of Incorporation	Proposed Amendment
<p>(Request for Sale of Shares Amounting to Less than One Unit of Shares (<i>Tangen</i>)) Article <u>10</u> Shareholders (<u>including the beneficial owners, hereinafter the same</u>) may request the Company to sell shares to them which will result in their holding one unit together with the shares less than a unit (<i>tangen</i>) already held by such shareholders pursuant to the Share Handling Regulations.</p> <p>(Shareholders' Register Manager) Article <u>11</u> The Company shall have a Shareholders' Register Manager. (2) Shareholders' Register Manager and location of its handling office shall be determined by a resolution of the Board of Directors, and public notice thereof shall be made. (3) Preparation of and maintenance of the Company's shareholders' register (<u>including beneficial shareholders' register, hereinafter the same</u>) and the <u>register of lost share certificates</u>, and the original register of share warrants and other affairs relating to the shareholders' register, <u>register of the lost share certificates</u> and the original register of share warrants shall be consigned to the Shareholders' Register Manager and not be performed by the Company.</p> <p>Article <u>12</u> to Article <u>26</u> (Omit the statement of provisions)</p> <p>(Exemption of Directors from Liabilities)</p> <p>Article <u>27</u> Pursuant to Article 426, Paragraph 1 of the Corporation Law, the Company, by resolution of the Board of Directors, may exempt Directors (including persons who were Directors) from liabilities for damages of the Company caused by non-performance of their duties to the extent provided in laws and regulations. (New)</p>	<p>(Request for Sale of Shares Amounting to Less than One Unit of Shares (<i>Tangen</i>)) Article <u>9</u> Shareholders may request the Company to sell shares to them which will result in their holding one unit together with the shares less than a unit (<i>tangen</i>) already held by such shareholders pursuant to the Share Handling Regulations.</p> <p>(Shareholders' Register Manager) Article <u>10</u> (No amendment)</p> <p>(2) (No amendment)</p> <p>(3) Preparation of and maintenance of the Company's shareholders' register and the original register of share warrants and other affairs relating to the shareholders' register and the original register of share warrants shall be consigned to the Shareholders' Register Manager and not be performed by the Company.</p> <p>Article <u>11</u> to Article <u>25</u> (No amendment)</p> <p>(Exemption of Directors from Liabilities <u>and Limited Liability Agreement with Outside Directors</u>) Article <u>26</u> (No amendment)</p> <p>(2) <u>The Company may, pursuant to Article 427, Paragraph 1 of the Corporation Law, enter into an agreement with Outside Directors which limits the liability for damages of the Company caused by non-performance of their duties. However, the limited amount of liability based on such agreement shall be prescribed by applicable laws and regulations.</u></p>

Current Articles of Incorporation	Proposed Amendment
<p>Article <u>28</u> to Article <u>40</u> (Omit the statement of provisions)</p> <p>(Distribution of Surplus) Article <u>41</u> The distribution of surplus of the Company shall be paid to the shareholders or registered share pledgees, <u>registered or recorded</u> on the shareholders' register as of March 31 of each year.</p> <p>(Interim Dividends) Article <u>42</u> The Company may pay, by a resolution of the Board of Directors, distributions of surplus prescribed in Article 454, Paragraph 5 of the Corporation Law ("interim dividends") to the shareholders or registered share pledgees <u>registered or recorded</u> on the final shareholders' register as of September 30 of each year.</p> <p>Article <u>43</u> (Omit the statement of provisions)</p> <p>(New)</p>	<p>Article <u>27</u> to Article <u>39</u> (No amendment)</p> <p>(Distribution of Surplus) Article <u>40</u> The distribution of surplus of the Company shall be paid to the shareholders or registered share pledgees, recorded on the shareholders' register as of March 31 of each year.</p> <p>(Interim Dividends) Article <u>41</u> The Company may pay, by a resolution of the Board of Directors, distributions of surplus prescribed in Article 454, Paragraph 5 of the Corporation Law ("interim dividends") to the shareholders or registered share pledgees recorded on the final shareholders' register as of September 30 of each year.</p> <p>Article <u>42</u> (No amendment)</p> <p style="text-align: center;"><u>Supplementary Provision</u></p> <p><u>Article 1</u> <u>Preparation of and maintenance of the Company's register of lost share certificates and other affairs relating to the register of lost share certificates shall be consigned to the Shareholders' Register Manager and not be handled by the Company.</u></p> <p><u>Article 2</u> <u>The preceding article and this article shall remain effect until January 5, 2010 (Heisei 22), and shall be deleted after the above date.</u></p>

Proposal No.3: Election of Eleven (11) Directors

The term of office of all Directors [ten (10) Directors] will expire at the close of this Ordinary General Meeting.

Sharp decided, at the 114th Ordinary General Meeting of Shareholders, to promote more effective and speedy decision-making and management by ensuring an appropriate number of Directors and introduction of the Executive Officer System on the date of the Ordinary General Meeting above. Sharp has been focusing on improvement of corporate governance of Sharp, and as a result Sharp will further reinforce functions of decision-making by the Board of Directors and supervising the execution of duties by Directors through appointing the Outside Directors.

Sharp recommends that eleven (11) Directors including an Outside Director be elected.

The candidates for the Directors are as follows:

Name of Candidates		Date of Birth	Current Position
No.1	Katsuhiko Machida	June 22, 1943	Representative Director, Chairman & CEO
2	Mikio Katayama	December 12, 1957	Representative Director, President & COO
3	Masafumi Matsumoto	October 18, 1948	Representative Director and Executive Vice President Product Business
4	Toshio Adachi	July 20, 1948	Representative Director and Executive Vice President Group General Manager, Tokyo Branch
5	Toshishige Hamano	July 28, 1946	Representative Director and Executive Vice President Chief Officer, General Administration, Solar Business and Sakai Manufacturing Complex
6	Yoshiaki Ibuchi	January 12, 1947	Representative Director and Executive Vice President Electronic Components and Devices Business; Group General Manager, Sales and Marketing Group – Electronic Components and Devices
7	Kenji Ohta	February 21, 1948	Director and Senior Executive Managing Officer Chief Technology Officer; Group General Manager, Intellectual Property Group
8	Takashi Nakagawa	June 10, 1945	Director and Executive Managing Officer Legal Affairs and Intellectual Property; Group General Manager, CSR Promotion Group
9	Tetsuo Onishi	June 18, 1954	Director and Executive Officer Group General Manager, Corporate Accounting and Control Group
10	Nobuyuki Taniguchi	May 12, 1958	Director and Executive Officer Group General Manager, Human Resources Group
11	* Kunio Ito	December 13, 1951	Professor, Graduate School of Commerce and Management, Hitotsubashi University

(Notes)

1. The asterisk (*) denotes a new candidate.
2. Mr. Kunio Ito is a Member of the Advisory Board of Sharp, and Sharp has received advices about management, such as brand value of its businesses, from him. (Sharp will abolish the Advisory Board on June 30, 2009.)
No conflict of interest exists between the other candidates and Sharp.
3. Mr. Kunio Ito is a new candidate for an outside director as provided in Article 2, Paragraph 3, Item 7 of the Enforcement Regulations of the Corporation Act.

(Matters concerning the Candidate for an Outside Director)

- (1) Mr. Kunio Ito has specialized in accounting and corporate governance at university over many years and possesses experience as an outside executive of several companies in different fields of business. Based on objective and specialized insight, he can fully play an anticipated roll as an Outside Director through decision-making by the Board of Directors of Sharp and supervising the execution of duties by the Directors. For this reason, it is proposed that Mr. Kunio Ito be elected as an Outside Director.

- (2) When Mr. Kunio Ito was an Outside Corporate Auditor of Tokio Marine & Nichido Fire Insurance Co., Ltd., it received administrative orders including suspension of some parts of its business from the Financial Services Agency for reasons of improper nonpayment of insurance claim in March 2007. Mr. Kunio Ito did not recognize such fact in advance. After the above became clear, he proposed recurrence prevention measures from the perspective of Outside Corporate Auditor at the Board of Directors and the Board of Corporate Auditors Meetings.
- (3) Upon approval of proposal No.2 as originally proposed and Mr. Kunio Ito's election as an Outside Director, Sharp will enter into a liability limitation agreement which limits his liability for damage to the extent the law prescribes.

**Proposal No. 4: Continuation of Plan Regarding Large-Scale Purchases of Sharp Corporation Shares
(Takeover Defense Plan)**

By approval of the shareholders at the 114th Ordinary General Meeting of Shareholders, Sharp continued the "Plan Regarding Large-Scale Purchases of Sharp's Shares (Takeover Defense Plan)" (hereinafter referred to as the "Existing Takeover Defense Plan").

Since the continuation of the Existing Takeover Defense Plan, the Board of Directors of Sharp has continued to examine the Existing Takeover Defense Plan in accordance with the trends surrounding takeover defense plans. As a result, Sharp announced that the Board of Directors of Sharp had decided, at the Board of Directors Meeting held on April 27, 2009, to continue the Existing Takeover Defense Plan after amendment thereto (hereinafter referred to as the "Plan" and attached hereto), on condition that the shareholders approve the Plan at this Ordinary General Meeting of Shareholders.

The Plan also provides the rules enabling the shareholders to adequately judge the situation, by requiring Large-Scale Purchasers of Sharp's shares to provide sufficient information, and by giving the Board of Directors of Sharp an adequate Assessment Period. Therefore, the Plan does not reject Large-Scale Purchases per se. Rather, whether to permit Large-Scale Purchases should be entrusted to the shareholders.

Details of the Plan are described from page 26 to page 36, and amendments are summarized below:

- (1) Even if a Large-Scale Purchaser does not comply with the Large-Scale Purchase Rules or a Large-Scale Purchase is regarded as harmful to corporate value and common interests of shareholders, the Board of Directors of Sharp may, but does not always, take countermeasures. This expands the opportunities for the Board of Directors of Sharp to settle issues by negotiation with a Large-Scale Purchaser.
- (2) The Special Committee is made up of three (3) or more persons appointed among Outside Directors of Sharp, Outside Corporate Auditors of Sharp and experienced outsiders (herein after referred to as "Members"). This enables the Board of Directors of Sharp to appoint suitable persons for the Special Committee.
- (3) The structure of the Plan has been changed for easier interpretation, and the description has been amended in accordance with the Paperless Share System.

Therefore, Sharp asks its Shareholders to approve continuation of the Plan.

(Details of the Plan)

Plan Regarding Large-Scale Purchases of Sharp Corporation Shares
(Takeover Defense Plan)

I. Basic Policy in Reference to the Persons Who Control Decisions on Sharp's Finance and Business Policy

Purchases of shares which are conducted to control decisions on companies' finance and business policy without obtaining the approval of the Board of Directors of targeted companies include, but are not limited to, inappropriate Purchases which 1) judging from their goals, apparently harm corporate value and common interests of shareholders, or 2) harm stakeholders such as customers, clients and/or employees and ultimately harm corporate value, or 3) coerce shareholders to sell shares, or 4) do not disclose sufficient information regarding the Purchase and the Purchaser, or 5) do not provide the Board of Directors of the targeted company with sufficient time to investigate the Purchase and offer alternative plans.

What is especially essential to Sharp Group is the ability of its manufacturing operation to develop and make good use of advanced technology and manufacturing technology for protecting and enhancing corporate value and common interests of shareholders. However, several years or decades might be needed for Sharp Group to commercialize the results of research and development, and building up good cooperative relationships with stakeholders such as customers, clients and/or employees during such a period is essential. Therefore, management action based on a medium- and long-term perspective is indispensable for us to maximize our corporate value.

The Board of Directors of Sharp believes that determining whether to accept Purchases aimed at a takeover and conducted without obtaining the approval of the Board of Directors of Sharp should be ultimately entrusted to the shareholders. However, the Board of Directors of Sharp also believes that it is not appropriate for any person who conducts an inappropriate Purchase as described above to control decisions on Sharp's financial and business policy, and might harm corporate value and common interests of shareholders, and that it is necessary to take reasonable countermeasures if such an inappropriate Purchase is actually conducted.

II. Exceptional Actions that Contribute to Achieving the Basic Policy including Effective Practical Use of Sharp's Assets, and Forming Appropriate Company Groups

In addition to the actions described in III, the exceptional actions are as follows:

1. Action based on mid- and long-term business strategy

Under our business creed of "Sincerity and Creativity," the Sharp Group has endeavored to enhance corporate value and has consistently worked to make productive contributions to society at large through the development of unique, one-of-a-kind products that are ahead of their time.

Going forward, the Sharp Group believes that our continuing efforts to develop proprietary electronic devices and to create uniquely-featured products that make full use of leading-edge electronics technologies will lead the Sharp Group to be a "valued, one-of-a-kind-company," which we believe will result in protecting and enhancing corporate value and common interests of shareholders.

Based on this philosophy, we have established two visions for the 2012 centennial anniversary of our foundation, which are "Realize a true ubiquitous network society with our world's best LCDs" and "Contribute to society by environment- and health-related business with energy-saving and energy-creating

equipment as the core.” In order to realize these visions, we are conducting business actively and working to enhance corporate value.

Meanwhile, we are engaged in recovery plan to optimize management structure, so that we can secure profitability even if the current severe business environment such as the current global recession were to continue. We are also working on introducing a new business model that maximizes investment efficiency and improves cash flows.

In our recovery plan, we will improve profitability through the enhanced efficiency resulting from reorganization of plants and also through the start of a new LCD panel plant in Sakai. For personnel reallocation, we will focus on our core business areas by shifting personnel to divisions including such as solar cells, and also shore up our marketing efforts and structure, thereby expanding business in China and other emerging markets. Additionally, we will implement a thorough review of our total cost in order to optimize our management structure.

Regarding introduction of a new business model, we will embark on a fundamental transformation of the earning structure by taking initiatives to localize the front-end process of production, and by establishing a value chain in places of consumption and by having alliances with leading local companies. This will allow us to establish a business model to minimize risks concerning collection of capital investment funds and foreign exchange. We will make efforts to enhance corporate value by accelerating implementation of these measures.

2. Basic Policy on distribution of earnings

Sharp considers distributing profits to shareholders to be one of management’s top priorities. While maintaining consistently stable dividend pay-outs, and while carefully considering our consolidated business performance, financial situation and future business development in a comprehensive manner, we have been implementing a set of measures to return profits to our shareholders, such as distributing the amount of periodic dividends. We will continue to return profit actively, targeting a consolidated pay-out ratio of 30%.

III. Actions to Prevent Persons Deemed Inappropriate, in Light of the Basic Policy, from Controlling Decisions on Sharp’s Financial and Business Policy

Sharp decided the actions to prevent persons deemed inappropriate in light of the basic policy prescribed in I. from controlling decisions on Sharp’s financial and business policy as follows:

Sharp has established rules regarding Purchases indicated below (hereinafter referred to as “Large-Scale Purchase Rules”) to protect corporate value and common interests of shareholders and requires any person who conducts such a Purchase to follow the Large-Scale Purchase Rules, and reasonable countermeasures shall be taken if such person does not follow these Rules, or otherwise fails to comply with these Rules.

- Purchases of Sharp’s shares by a group of shareholders* with an intent to obtain 20% or more of the total voting rights of Sharp without the prior consent of the Board of Directors of Sharp
- Purchases of Sharp’s shares resulting in a group of shareholders holding 20% or more of the total voting rights of Sharp

(a purchase of Sharp’s shares as described above shall be hereinafter referred to as a “Large-Scale Purchase,” and a person or a company intending to conduct a Large-Scale Purchase shall be hereinafter referred to as a “Large-Scale Purchaser.” The plan regarding Large-Scale Purchases of Sharp’s shares described in 1—4 shall be hereinafter referred to as the “Plan.”)

*A group of shareholders shall mean any of the following:

- 1) a holder (defined in Paragraph 1, Article 27-23 of the Financial Instruments and Exchange Law of Japan, including a person included as a holder pursuant to Paragraph 3, Article 27-23 thereof) of share certificates or other securities (defined in Paragraph 1, Article 27-23 of the Financial Instruments and Exchange Law of Japan) of Sharp, and any joint holders (defined in Paragraph 5, Article 27-23 of the Financial Instruments and Exchange Law of Japan, including a person deemed as a joint holder pursuant to Paragraph 6, Article 27-23 thereof), or
- 2) a person or a company who makes a purchase (defined in Paragraph 1, Article 27-2 of the Financial Instruments and Exchange Law of Japan, including a purchase made on a financial instruments market) of share certificates or other securities (defined in Paragraph 1, Article 27-2 of the Financial Instruments and Exchange Law of Japan) of Sharp, and any specially related parties (defined in Paragraph 7, Article 27-2 of the Financial Instruments and Exchange Law of Japan); hereinafter the same.

1. Necessity of the Plan

The Board of Directors of Sharp believes that in the event of a Large-Scale Purchase of Sharp's shares, whether to accept the Purchase or not should be ultimately entrusted to the shareholders. However, the Board of Directors of Sharp also believes that the shareholders must receive the necessary and sufficient information concerning the following issues from both Large-Scale Purchaser and the Board of Directors of Sharp in order to reach a proper decision.

- Expected effects of Large-Scale Purchase on Sharp Group and/or Large-Scale Purchaser's opinion with respect to management policies and business plans of Sharp Group
- Expected effects on stakeholders of Sharp Group such as customers, clients and/or employees
- Opinions and/or alternative plans of the Board of Directors of Sharp on Large-Scale Purchases, etc.

Therefore, the Board of Directors of Sharp believes that establishing certain reasonable rules for Large-Scale Purchases is essential.

2. Details of Large-Scale Purchase Rules

Large-Scale Purchase Rules established by the Board of Directors of Sharp require that (1) a Large-Scale Purchaser shall provide the Board of Directors of Sharp with necessary and sufficient information in advance, and (2) after an assessment period has passed, a Large-Scale Purchaser shall be allowed to initiate a Large-Scale Purchase. The details are prescribed as follows.

(1) Provision of information on Large-Scale Purchases

- ① When a Large-Scale Purchaser intends to initiate a Large-Scale Purchase, the Large-Scale Purchaser is required to submit to Sharp a written document (hereinafter referred to as "Letter of Declaration") that includes a declaration to comply with the Large-Scale Purchase Rules, the name and address of the Large-Scale Purchaser, applicable law under which the Large-Scale Purchaser is established or the governing law of incorporation, the name of the representative director, contact information in Japan and an outline of the Large-Scale Purchase.
- ② Within five (5) business days after receipt of the Letter of Declaration, Sharp will issue a list to the Large-Scale Purchaser of necessary and sufficient information (hereinafter referred to as the "Large-Scale Purchase Relevant Information") concerning the contents of the Large-Scale Purchase and the Large-Scale Purchaser in order for the shareholders to reach a proper decision and for the Board of Directors of Sharp to form an opinion, and will require the Large-Scale Purchaser to

immediately provide such information described in that list. Large-Scale Purchase Relevant Information includes, but is not limited to, the items described below.

- (a) An outline of the Large-Scale Purchaser and its group (including name, capital structure, subject matter of its business, financial condition, history of past acquisitions or Large-Scale Purchases and experience in some similar kind of business as Sharp's business);
 - (b) The purposes, methods and conditions of the purchase (including the amount and type of consideration, basis for determination of the purchase price, the source of funds for the purchase, duration of the purchase and structure of the transaction);
 - (c) An outline of the supplier of the funds (including name and capital structure);
 - (d) Management Policy the Large-Scale Purchaser intends to adopt after the completion of the Large-Scale Purchase, details of medium- and long-term plans for each business, equity policy, financial policy and dividend policy;
 - (e) Policy for putting to use the patents, brands, etc. to continuously enhance corporate value and common interests of shareholders, and the basis of the Policy;
 - (f) Policy on whether to change or not to change the treatment of stakeholders (customers, clients, employees, local community and others), that would be implemented after the completion of the Large-Scale Purchase, and the policy's contents.
- ③ The Board of Directors of Sharp will thoroughly examine the information provided by the Large-Scale Purchaser, and if the information initially provided is deemed to be insufficient, the Board of Directors of Sharp may require the Large-Scale Purchaser to provide additional information until the Board of Directors of Sharp determines the provided information is sufficient.
- ④ When the Board of Directors of Sharp receives the Letter of Declaration, or considers the Large-Scale Purchase Relevant Information provided by the Large-Scale Purchaser is deemed to be sufficient, the Board of Directors of Sharp will timely and adequately disclose the facts. In addition, if a Large-Scale Purchase is proposed, and disclosure is considered necessary for shareholders to make decisions, the Board of Directors of Sharp will disclose, at a time it generally deems appropriate, the facts of such Large-Scale Purchase and all or part of the Large-Scale Purchase Relevant Information provided to the Board of Directors of Sharp.

(2) Establishment of Assessment Period

After the requirement of the Large-Scale Purchase Relevant Information has been totally satisfied, the Board of Directors of Sharp will have sixty (60) business days, if the counter value will be paid only in Japanese Yen, or ninety (90) business days, if the counter value will be paid in other than Japanese Yen, as a period to assess the purchase (hereinafter referred to as "Assessment Period") during which the Board of Directors of Sharp will assess, investigate, examine, negotiate, form an opinion and seek any alternatives, and the Large-Scale Purchase will be allowed to commence only after the Assessment Period has passed.

During the Assessment Period, the Board of Directors of Sharp will accurately assess and investigate the provided Large-Scale Purchase Relevant Information to deliberate on its opinion, while fully considering the recommendation of the Special Committee provided for in 3, and seeking advice from outside experts including lawyers, financial advisors and certified public accountants. The Board of Directors of Sharp will negotiate with a Large-Scale Purchaser in order to improve the terms of a proposed Large-Scale Purchase if necessary, observing timely disclosure of information.

3. Establishment of the Special Committee

Before investigation of the Large-Scale Purchase or countermeasures are taken by the Board of Directors of Sharp, the Special Committee, which is made up of three (3) or more Members who are appointed among Outside Directors of Sharp, Outside Corporate Auditors of Sharp and experienced outsiders, shall deliberate

on and recommend to the Board of Directors of Sharp whether sanctioning the Large-Scale Purchase is advisable or if countermeasures should be taken. The Board of Directors of Sharp shall fully consider this recommendation and make a final decision concerning countermeasures prescribed in 4 below. Please see Exhibit 2 for an outline of the Special Committee Rules and list of Members of the Special Committee.

4. Countermeasures

- (1) In case a Large-Scale Purchaser complies with the Large-Scale Purchase Rules, and the Large-Scale Purchase is deemed not to harm corporate value and common interests of shareholders:
The Board of Directors of Sharp will not take any countermeasures.

- (2) In case a Large-Scale Purchaser does not comply with the Large-Scale Purchase Rules:
If a Large-Scale Purchaser does not comply with the Large-Scale Purchase Rules and initiates the Large-Scale Purchase, or deviates from the Large-Scale Purchase Rules, the Board of Directors of Sharp may take countermeasures, such as a share split, or a gratis allotment of stock acquisition rights, as permitted by laws, regulations or by-laws in effect at the time, to protect corporate value and common interests of shareholders. The Board of Directors of Sharp shall, at its discretion, choose at the time the most reasonable and appropriate countermeasures.
An outline of countermeasures in the form of a gratis allotment of Stock Acquisition Rights is provided in Exhibit 3. If the Board of Directors of Sharp decides to issue the Stock Acquisition Rights, the following may be imposed with the effectiveness of countermeasures in mind: an exercise period, conditions for exercising, e.g. those who are exercising Stock Acquisition Rights cannot belong to a specified group of shareholders with more than a certain share of voting rights, and acquisition provisions. The Board of Directors of Sharp may determine different conditions from those that are provided in Exhibit 3, in accordance with the circumstances at the time of issuance of the Stock Acquisition Rights.

- (3) In case a Large-Scale Purchaser complies with the Large-Scale Purchase Rules, but the Large-Scale Purchase nevertheless harms corporate value and common interests of shareholders:
Even if a Large-Scale Purchaser complies with the Large-Scale Purchase Rules, the following factors shall be regarded as materially harmful to corporate value and common interests of shareholders.
 - ① There is no intention to participate in Sharp Group's management, and there is an intention to inflate Sharp's share price and resell the shares to Sharp or its affiliates at an inflated price.
 - ② There is an intention to transfer intellectual property rights, know-how, trade secrets, main clients or customers which are indispensable to Sharp Group's business to a Large-Scale Purchaser or its group by temporarily commandeering Sharp Group's management.
 - ③ There is an intention to misappropriate Sharp Group's assets as collateral or funds for loans for a Large-Scale Purchaser or its group.
 - ④ There is an intention to dispose of Sharp Group's assets by temporarily commandeering their management, to obtain a temporarily high dividend or to sell the shares at a high price due to payment of a temporarily high dividend.
 - ⑤ There is an intention equivalent to the preceding intentions, which materially harms corporate value and common interests of shareholders.

If a Large-Scale Purchaser initiates Large-Scale Purchase indicated above, the Board of Directors of Sharp may take the same countermeasures as provided in (2) above.

(4) Cessation of countermeasures

After the Board of Directors decides to take countermeasures, if a Large-Scale Purchaser provides Sharp with necessary and sufficient information, and the Special Committee recommends and the Board of Directors of Sharp decides that the Large-Scale Purchase contributes to the protection and enhancement of corporate value and common interests of shareholders, the Board of Directors of Sharp may cease such countermeasures.

IV. Influence of the Plan on Shareholders and Investors, etc.

1. Influence on shareholders and investors at the time of introduction of the Plan

The Board of Directors of Sharp will not split shares or issue Stock Acquisition Rights at the time of the introduction of the Plan. The introduction of the Plan has no direct influence on the rights and interests of shareholders and investors.

2. Influence on shareholders and investors at the time of taking countermeasures

The Board of Directors of Sharp will timely disclose information at the time of taking countermeasures against a Large-Scale Purchaser, and adequately consider the interests of shareholders and investors other than the Large-Scale Purchaser.

However, as indicated in III. 4. (4), the Board of Directors of Sharp may cease the countermeasures in accordance with the circumstances even after deciding to take countermeasures. Once the Board of Directors of Sharp decides to take countermeasures in the form of a gratis allotment of Stock Acquisition Rights, but later decides to cease such countermeasures or acquires all Stock Acquisition Rights after allotment, unforeseen damages due to changes in share price may be sustained by shareholders or investors who buy or sell in anticipation of a dilution in the value of Sharp's shares, because a dilution of the value of Sharp's shares shall not occur.

3. Necessary procedure for shareholders to be followed when countermeasures are taken

In the event the Board of Directors of Sharp determines to split shares or allot gratis stock acquisition rights, Sharp will timely and adequately notify the shareholders of the necessary procedure.

V. The Fact That, and the Reasons Why, the Plan is Based on the Basic Policy, does not Harm Corporate Value and Common Interests of Shareholders, and is not Intended to Prolong the Respective Individuals in Their Positions of Director

For the reasons set out below, The Board of Directors of Sharp believes that the Plan is based on the Basic Policy described in I, does not harm corporate value and common interests of shareholders, and is not intended to prolong the respective individuals in their positions of Director.

1. The Plan is based on the Basic Policy

The Plan clearly shows that it requires a Large-Scale Purchaser to provide the Board of Directors of Sharp with necessary and sufficient information in advance, that a Large-Scale Purchaser shall be allowed to initiate a Large-Scale Purchase after an Assessment Period has passed, and that the Board of Directors of Sharp may take countermeasures if a Large-Scale Purchaser does not comply with these provisions.

The Plan provides that the Board of Directors of Sharp may take reasonable countermeasures in the event an inappropriate Large-Scale Purchase which is deemed to materially harm corporate value and common interests of shareholders is conducted even if a Large-Scale Purchaser complies with the Large-Scale Purchase Rules.

Therefore, the Plan is established in accordance with the Basic Policy.

2. The Plan does not harm corporate value and common interests of shareholders

The Plan is established in accordance with A) the Basic Policy, B) the three (3) principles provided in the “Guidelines Regarding Takeover Defense for the Purpose of Protection and Enhancement of Corporate Value and Shareholders’ Common Interests” ((i) Protection and Enhancement of Corporate Value and Shareholders’ Common Interests, (ii) Prior Disclosure and Shareholders’ Will and (iii) Necessity and Reasonableness), promulgated by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005, and C) the duties concerning the adoption of takeover defenses (Sufficient Disclosure, Transparency, Effect on the Market and Respect for Shareholders’ Rights) provided in the “Timely Disclosure Rules,” promulgated by Tokyo Stock Exchange, Inc. The Plan provides that the shareholders shall be provided with the necessary information to enable them to decide whether they accept the Large-Scale Purchase, and a proposal of alternatives by the Board of Directors of Sharp. Therefore, the Plan is designed to enable the shareholders and investors to make an informed decision, and does not harm corporate value and common interests of shareholders, but rather enhances such value and interests.

Furthermore, the Plan will be enacted or continued on condition that the shareholders approve the Plan, and the Plan will be abolished if shareholders wish to do so. This indicates that the Plan does not harm corporate value and common interests of shareholders.

3. The Plan is not intended to prolong the respective individuals in their positions of Director

The Plan clearly provides detailed countermeasures in advance for the Board of Directors of Sharp to take against inappropriate Large-Scale Purchases. Such countermeasures by the Board of Directors of Sharp shall be taken in accordance with the provisions of the Plan. Not only the decision of the Board of Directors of Sharp, but the approval of the shareholders are required to give effect to the Plan.

When the Board of Directors of Sharp assesses and investigates the Large-Scale Purchases, proposes alternatives, negotiates with a Large-Scale Purchaser, or takes countermeasures, the Board of Directors of Sharp shall get opinions of outside experts and fully consider the recommendations of the Special Committee, which consists of three (3) or more Members all of whom are to remain independent of Sharp management. The Special Committee’s advice and recommendations shall not consider the interests of the Directors. The Plan includes provisions that guarantee due process by the Board of Directors of Sharp.

Therefore, the Plan is clearly not intended to prolong the respective individuals in their positions of Directors.

VI. Others

1. Process of continuing the Plan

The Board of Directors of Sharp decided at the Board of Directors Meeting held on April 27, 2009 to revise the Existing Takeover Defense Plan and continue the Plan on condition that the shareholders approve the Plan at the 115th Ordinary General Meeting of Shareholders scheduled to be held on June 23, 2009. All four (4) Corporate Auditors including three (3) Outside Corporate Auditors expressed their opinion that the Plan is adequate.

2. Term of the Plan

The Plan is effective from the conclusion of the 115th Ordinary General Meeting of Shareholders scheduled to be held on June 23, 2009, until the conclusion of the 116th Ordinary General Meeting of Shareholders scheduled to be held on or before June 30, 2010, on condition that the shareholders approve the Plan at the

115th Meeting. If the shareholders approve the Plan at the 116th Ordinary General Meeting of Shareholders, the Plan will be effective until the conclusion of the subsequent meeting.

The Board of Directors of Sharp may decide to abolish the Plan before expiration. If need be, the Board of Directors of Sharp may revise the Plan while the Plan is in effect, in accordance with revised laws or revised stock exchange regulations concerning takeover defense plans, if such revision will not be contrary to the basic principles of the Plan approved at the Ordinary General Meeting of Shareholders. If the Plan is continued, abolished or revised, the Board of Directors of Sharp shall immediately disclose such action.

Exhibit 1: An Outline of the Special Committee

(1) Outline of the Special Committee Rules

- The Special Committee shall be established based on a decision by the Board of Directors of Sharp.
- The Special Committee shall be made up of three (3) or more persons (hereinafter referred to as “Members”) and Members shall be appointed by the Board of Directors of Sharp among Outside Directors of Sharp, Outside Corporate Auditors of Sharp and experienced outsiders, all of whom are to remain independent of Sharp and Sharp management.
- The term of office of a Member shall be one (1) year. It shall be renewed automatically for one (1) year unless Sharp or a Member shall give written notice to the other of an intention not to so renew one (1) month or more prior to the expiration of the initial term or any extended term then in effect.
- At the request of the Board of Directors of Sharp, the Special Committee shall investigate the matters listed below, and advise and recommend the Board of Directors of Sharp what the Special Committee decides. The Board of Directors of Sharp shall fully consider such advice and recommendations, and make a final decision concerning the countermeasures. When reaching such decision, each Member of the Special Committee and each Director of Sharp shall consider how the corporate value of Sharp Group and the common interests of the shareholders are best served and not the interests of Members, Directors or others.
 - ① Whether such countermeasures should be taken or not
 - ② Whether the countermeasures the Board of Directors of Sharp have contemplated are adequate or not
 - ③ Whether it is necessary to cease countermeasures or not
 - ④ Important matters equivalent to the preceding three (3) items
 - ⑤ Other matters referred to the Special Committee by the Board of Directors of Sharp
- At the expense of Sharp, the Special Committee may seek advice from experts including lawyers, financial advisors and certified public accountants if the Special Committee considers such advice necessary.
- The Special Committee shall be held with all Members in attendance. However, if a Member cannot attend because of accident or other unavoidable grounds, the Special Committee may be held with a majority of Members in attendance.
- Resolutions of the Special Committee shall be adopted by a majority of all Members.

(2) Members of the Special Committee

Hidetoshi Yajima		Date of birth: January 25, 1935
June	1990	Director of Shimadzu Corporation
June	1994	Managing Director of Shimadzu Corporation
June	1996	Senior Managing Director of Shimadzu Corporation
June	1998	President and Chief Executive Officer of Shimadzu Corporation
June	2003	Chairman of the Board of Shimadzu Corporation (present)
July	2006	Member of the Advisory Board of Sharp Corporation (present)

Tadao Kagono		Date of birth: November 12, 1947
November	1988	Professor, Faculty of Business Administration, Kobe University
April	1998	Dean, Faculty of Business Administration, Kobe University
April	1999	Professor, Graduate School of Business Administration, Kobe University (present)

Hiroshi Chumon		Date of birth : March 8, 1937
September	1985	Chief of the Ibaraki Prefectural Police Headquarters
July	1988	Director General of the Criminal Investigation Bureau, National Police Agency
January	1991	Chief of the Osaka Prefectural Police Headquarters
December	1992	Member of Pollution-related Health Damage Compensation Grievance Board
December	1997	President of The Horse Racing Protection Foundation of Japan
June	2003	Corporate Auditor (Outside Corporate Auditor), Sharp Corporation (present)
Shinji Hirayama		Date of birth: June 4, 1948
June	2001	Executive Officer of The Fuji Bank, Ltd. General Manager of Fukuoka Branch
June	2002	Senior Managing Director of Mizuho Asset Trust & Banking Co., Ltd.
June	2004	Senior Managing Director of Mizuho Trust & Banking Co., Ltd.
June	2005	Senior Managing Director of Mizuho Information & Research Institute, Inc. (retirement from the position in June 2008)
March	2006	Corporate Auditor, Mizuho Securities Co., Ltd. (retirement from the position in April 2008)
June	2008	Full-time Corporate Auditor (Outside Corporate Auditor), Sharp Corporation (present)
Yoichiro Natsuzumi		Date of birth: March 4, 1949
April	1975	Member of Bar Association Joined Irokawa Law Office (present)
June	2008	Corporate Auditor (Outside Corporate Auditor), Sharp Corporation (present)

When the candidate for Director, Mr. Kunio Ito, is appointed as a Director of Sharp (Outside Director) at the 115th Ordinary General Meeting of Shareholders scheduled to be held on June 23, 2009, at which time he will be appointed as a Member of the Special Committee. Mr. Shinji Hirayama will retire as a Member of the Special Committee at the conclusion of the 115th Ordinary General Meeting of Shareholders.

A career summary of the candidate for Director (Outside Director) is as follows:

Kunio Ito		Date of birth: December 13, 1951
April	1992	Professor, Faculty of Commerce and Management, Hitotsubashi University
August	2002	Dean, Graduate School of Commerce and Management, Hitotsubashi University
December	2004	Vice President and Executive Staff of Hitotsubashi University
July	2006	Member of the Advisory Board of Sharp Corporation (present)
December	2006	Professor, Graduate School of Commerce and Management, Hitotsubashi University (present)

Exhibit 2: Outline of Stock Acquisition Rights

1. Shareholders entitled to receive Stock Acquisition Rights and Conditions for issuance
Sharp will allot the Stock Acquisition Rights to those shareholders, other than Sharp itself, who are recorded in Sharp's final register of shareholders on the date of record decided and publicly declared by the Board of Directors of Sharp, at a ratio of one Stock Acquisition Right for every one share of Sharp.
2. Class and number of shares to be issued upon exercise of Stock Acquisition Rights
The class of shares to be issued upon the exercise of the Stock Acquisition Rights shall be common stock, and one share shall be granted for each Stock Acquisition Right exercised (hereinafter referred to as the "Number of Shares Covered by Stock Acquisition Rights"). However, in the event of a share split or a share consolidation of Sharp's shares, the required adjustment shall be made. The Number of Shares Covered by Stock Acquisition Rights might be adjusted in accordance with the change of the total number of issued shares.
3. Amount to be paid upon exercise of Stock Acquisition Rights
The amount required to be paid upon the exercise of a Stock Acquisition Right shall be determined by the Board of Directors of Sharp but shall be between one (1) Japanese Yen at a minimum and one-half of the market price of one share of Sharp at a maximum.
4. Conditions for exercising Stock Acquisition Rights
The condition shall be imposed, among others, that those exercising Stock Acquisition Rights cannot belong to a specified group of shareholders holding a 20% or more share of voting rights (except with the previous consent of the Board of Directors of Sharp). Details shall be separately determined by the Board of Directors of Sharp.
5. Restriction on transfer of Stock Acquisition Rights
Any transfer of the Stock Acquisition Rights requires approval of the Board of Directors of Sharp.
6. Acquisition of Stock Acquisition Rights by Sharp
At any time on or before the day immediately prior to the commencement date of the exercise period, if the Board of Directors considers that it is appropriate for Sharp to acquire the Stock Acquisition Rights, Sharp may, on a date to be separately determined by the Board of Directors, acquire all of the Stock Acquisition Rights without consideration. Sharp may determine that Sharp may acquire all of the Stock Acquisition Rights that are held by persons other than those who are not granted to exercise the Stock Acquisition Rights as set forth in 4 above and deliver shares of Sharp in the number equal to the Number of Shares Covered by Stock Acquisition Rights for every one Stock Acquisition Right. Details shall be separately determined by the Board of Directors of Sharp.
7. Exercise period for Stock Acquisition Rights and others
The exercise period for the Stock Acquisition Rights and other necessary matters shall be separately determined by the Board of Directors of Sharp.