

CHARTER OF THE  
COMPENSATION COMMITTEE OF  
THE ORACLE CORPORATION BOARD OF DIRECTORS

(As last amended by the Board of Directors on January 10, 2014)

I. PURPOSE AND AUTHORITY

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) and the Committee’s primary functions are to:

- review and set the compensation of Oracle’s directors, Chief Executive Officer (the “CEO”) and Oracle’s other executive officers as determined with reference to Section 16 of the Securities Exchange Act of 1934, as amended (the “Executive Officers”);
- lead the Board in its evaluation of the CEO’s performance;
- evaluate, approve and administer Oracle’s compensation plans, policies and programs as they affect the Executive Officers;
- review and discuss with management the disclosure that appears in Oracle’s proxy statement with respect to Oracle’s compensation policies and procedures and to produce the Committee’s report that appears in Oracle’s proxy statement; and
- conduct an annual risk oversight of compensation practices, policies and programs.

II. COMPOSITION

The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be an independent director. An independent director for purposes of the Committee is a director who meets the independence requirements of the Securities Exchange Act of 1934, the rules promulgated thereunder and the applicable rules of the New York Stock Exchange. At least two members of the Committee shall also qualify as “outside” directors within the meaning of Internal Revenue Code Section 162(m) (“Section 162(m)").

The members of the Committee shall be appointed by the Board at the annual organizational meeting of the Board. Each member of the Committee shall serve until earliest of (i) the next annual organizational meeting of the Board, (ii) his or her removal by the Board or (iii) his or her successor has been duly elected and qualified by the Board. The Board shall designate the Chair of the Committee.

III. MEETINGS

The Committee shall hold regular meetings as it may deem necessary and such special meetings as may be called by the Chair of the Committee. The Committee shall meet in executive session as needed to discuss any matters that the Committee believes should be discussed privately. The Committee shall maintain minutes of all of its meetings. The Committee may also act through unanimous written consent.

The Chair of the Committee shall preside at each meeting. In the event the Chair is not present, the members of the Committee present at the meeting shall designate one of its members as the acting chair of such meeting.

#### IV. RESPONSIBILITIES AND DUTIES

In furtherance of its purpose, the Committee shall have the following responsibilities and duties:

1. Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. The CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation, but the CEO may participate in discussions regarding compensation for Oracle's other Executive Officers.
2. Annually review and approve for Oracle's Executive Officers, as applicable: (a) annual base salary, (b) annual bonus, (c) long-term incentive compensation (either cash-based, equity-based or otherwise), (d) any employment agreements and severance or retirement arrangements, (e) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits, and (f) any other compensation, perquisites and special or supplemental benefits. In reviewing and approving items (a) through (f) above, the Committee may consider the compensation awarded to officers at other companies, Oracle's performance, the individual's performance, the results of the most recent stockholder advisory vote on executive compensation and any other factors the Committee deems appropriate.
3. On a regular basis, but not less than annually, report to the Board on the CEO's performance and compensation and the compensation of the other Executive Officers.
4. Review and approve, subject to ratification by the Board, the following elements of compensation for Oracle's directors, as applicable: (a) annual retainers and/or per meeting fees, (b) long-term incentive compensation (cash-based, equity-based or otherwise), and (c) any other compensation, perquisites and special or supplemental benefits. In reviewing and approving items (a) through (c) above, the Committee may consider the compensation awarded to directors at other companies, Oracle's performance, the individual's role and any other factors the Committee deems appropriate.
5. Review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in Oracle's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with management and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.

6. Produce the report of the Committee as required by the rules and regulations of the SEC for inclusion in Oracle's proxy statement.
7. Annually assess the risks associated with Oracle's compensation practices, policies and programs applicable to employees to determine whether the risks arising from such practices, policies and programs are appropriate or reasonably likely to have a material adverse effect on Oracle.
8. In the sole discretion of the Committee, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser, be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee and determine, with due regard to cost, appropriate funding, to be provided by Oracle, for the payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee.
9. Select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration, all factors relevant to that adviser's independence from management, including the factors enumerated in the rules of the New York Stock Exchange.
10. Review and approve Oracle's (a) equity incentive compensation plans and any stock options or other awards thereunder, (b) employee stock purchase plan and (c) executive bonus plan or plans, and in each case shall review and approve any material changes or amendments to such plans. To the extent any such plans are qualified under Section 162(m) and require the Committee to certify whether performance goals have been met, the Committee shall make such certification prior to making any payments under such plans. The Committee shall oversee Oracle's 401(k) Plan Committee and shall have responsibility for 401(k) Plan amendments.
11. In appropriate circumstances, the Committee may form, and delegate its authority to, other committees when appropriate to carry out its duties.
12. Make periodic reports to the Board.
13. On at least an annual basis, prepare and review with the Nomination and Governance Committee of the Board a self-evaluation of the Committee's own performance and effectiveness.
14. Review and assess periodically the adequacy of this Charter and recommend any proposed changes to the Board for approval.