

CHARTER OF THE
FINANCE AND AUDIT 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 primary functions of the Finance and Audit Committee (the “Committee”) are to assist the Board of Directors (the “Board”) with the Board’s oversight of:

- management’s conduct of the Corporation’s financial accounting and reporting processes;
- the integrity of the Corporation’s financial statements;
- the Corporation’s compliance with legal and regulatory requirements;
- its independent registered public accounting firm’s qualifications, performance and independence (the “Independent Accountants”);
- the performance of the Corporation’s internal audit function; and
- the evaluation of merger and acquisition transactions and investment transactions proposed by the Corporation’s management.

The Committee shall also prepare any required disclosures under the Securities and Exchange Act of 1934, as amended, and the rules promulgated thereunder (the “1934 Act”).

The Committee may, in its discretion, also review reports from management on other finance, legal and administrative issues to the extent that it deems appropriate or necessary. The Committee may conduct or authorize investigations into any matters within the scope of its responsibilities and may meet with any employees of the Corporation or any third parties it deems necessary in connection with such investigations. The Committee shall have the power to hire legal, financial or other advisors as it may deem necessary in its best judgment with due regard to cost, without the need to obtain the prior approval of any officer of the Corporation. The secretary of the Corporation will arrange for payment of the invoices of any such third party.

II. COMPOSITION

The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be independent directors. An independent director for purposes of the Committee is a director who meets the independence requirements of the 1934 Act and the applicable rules of The New York Stock Exchange.

All members of the Committee shall have sufficient financial experience and ability to enable them to discharge their responsibilities, and at least one member shall be a financial expert as defined by the rules issued by the U.S. Securities and Exchange Commission (“SEC”).

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board. Each member of the Committee shall serve until the 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. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall hold such regular and special meetings as may be necessary, but not less than quarterly. As part of its effort to foster open communication, the Committee shall meet at least annually (or more frequently as it deems appropriate) with management, the General Counsel, the head of the internal audit department and the Independent Accountants in separate executive sessions to discuss any matters that the Committee or each of these groups believes should be discussed privately. The Committee shall maintain minutes of all of its meetings and will report its activities to the Board at each Board meeting.

IV. RESPONSIBILITIES AND DUTIES

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

Independent Accountants

1. Recognizing that the Independent Accountants are ultimately accountable to the Committee and the Board, select the Independent Accountants, considering their independence and effectiveness. The Committee has the sole authority to appoint, retain and terminate the Independent Accountants of the Corporation, including sole authority to approve all audit engagement fees and terms and all non-audit services to be provided by the Independent Accountants.
2. Pre-approve all audit and permissible non-audit services to be provided by the Corporation's Independent Accountants; provided, however, that de-minimus non-audit services may instead be approved in accordance with applicable SEC rules. The Committee may, from time to time, delegate its authority to approve audit and non-audit services on a preliminary basis to one or more Committee members, provided that such designees present any such approvals to the full Committee at the next Committee meeting.
3. Be directly responsible for the oversight of the work of any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation (subject, if applicable, to stockholder ratification), including regularly reviewing with such accounting firm the arrangements for and the scope of the Independent Accountants' audit of the Corporation's financial statements. Each such accounting firm shall report directly to the Committee.

4. Review the performance of the Independent Accountants, including that of the lead partner.
5. Periodically consult with the Independent Accountants out of the presence of management about internal controls and the fullness and accuracy of the Corporation's financial statements.
6. Set the Corporation's hiring policies for current or former employees of the Independent Accountants in accordance with applicable legal requirements.

Documents/Reports Review

7. Review and discuss with management and the Independent Accountants the Corporation's annual audited financial statements, quarterly financial statements and any other reports or financial information deemed appropriate by the Committee, including any certification, report, opinion, or review rendered by the Independent Accountants.
8. Review and discuss with management of the Corporation the Form 10-Qs and the Form 10-Ks prior to filing. The Chair of the Committee may represent the entire Committee for purposes of this review.
9. Discuss from time to time the Corporation's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
10. Prepare any report or other disclosure by the Committee required to be included in any proxy statement for the election of the Corporation's directors under the rules of the SEC.
11. Review the regular internal reports to management prepared by the internal audit department and management's response to such reports.
12. At least annually, obtain and review a report by the Independent Accountants describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the accountants' independence) all relationships between the Independent Accountants and the Corporation.
13. Review and assess periodically the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Control Processes

14. Review and consider major issues regarding and changes to the Corporation's auditing and accounting principles and practices as identified or suggested by the Independent Accountants, management or the internal audit department.
15. Establish regular and separate systems of reporting to the Committee by management, the Independent Accountants and the internal auditors regarding management's preparation of the financial statements.
16. On at least an annual basis, review with management and the Independent Accountants the Corporation's significant and critical accounting policies and practices.
17. Review with management and the Independent Accountants as a part of the annual examination:
 - The Corporation's annual financial statements and related footnotes.
 - The Independent Accountants' audit of the financial statements and their report thereon.
 - Any significant changes required in the Independent Accountants' audit plan.
 - Any serious difficulties or disputes with management encountered during the course of the audit.
 - Any significant deficiency or material weakness in the design or the operation of the Corporation's internal accounting controls and the plans for remediation thereof and any fraud involving management or other employees with a significant role in internal control over financial reporting.
 - The critical accounting policies and existence of significant estimates and judgments underlying the financial statements, including the rationale behind those estimates as well as the details of material accruals and reserves.
 - Any significant unusual transactions.
 - Other matters related to the conduct of the audit that are communicated to the Committee under generally accepted auditing standards
18. Review any significant disagreement among management and the Independent Accountants or the internal audit department in connection with the preparation of the financial statements.
19. Discuss from time to time the Corporation's policies with respect to risk assessment and risk management.

Internal Auditors

20. Review and evaluate the process used in establishing the annual internal audit plan.

21. Review and evaluate the scope, risk assessment, and nature of the internal auditors' plan and any subsequent changes, including whether or not the internal auditors' plan is sufficiently linked to the Corporation's overall business objectives and management's success and risk factors.
22. Consider and review with management and the head of internal audit:
 - Significant findings and audit problems during the year and management's responses thereto, including the timetable for implementation of the recommendations to correct weaknesses in internal control.
 - Any difficulties encountered in the course of internal audits, including any restrictions on the scope of work or access to required information.
 - Any changes required in the planned scope of the audit plan of the internal audit department.
 - The internal audit department's budget, staffing, qualifications and performance.
23. At least annually, evaluate the performance of the senior officer or officers responsible for the internal audit function of the Corporation, including the objectivity of such officer or officers, and convey its findings and conclusions to management.

Acquisition Transactions and Investment Transactions

24. Consider acquisition and investment candidates and opportunities identified by the Corporation's management.

Miscellaneous

25. Oversee the Corporation's policies and procedures regarding compliance with applicable laws and regulations and with the Corporation's Code of Conduct and Business Ethics and receive reports from the General Counsel and/or the Global Chief Compliance and Ethics Officer.
26. Establish and oversee procedures for:
 - The receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters.
 - The confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
27. Ensure that management has the proper review system in place to ensure that the Corporation's financial statements, reports and other financial information disseminated to governmental organizations and the public satisfy legal requirements.

28. 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.
29. Perform any other activities consistent with this Charter, the Corporation's bylaws and governing law as the Committee or the Board deems necessary or appropriate.
30. In connection with its oversight responsibilities, the Committee shall be directly responsible for the resolution of disagreements between management and the Independent Accountants regarding the Corporation's financial reporting.

The Committee's function is one of oversight and, therefore, the Committee does not serve to relieve the Corporation's management of its responsibility to prepare accurate and fairly presented financial statements in accordance with generally accepted accounting principles. Although the Committee is directly responsible for the appointment, compensation, retention and oversight of the Independent Accountants, the Committee's function does not relieve the Independent Accountants of their responsibilities relating to the audit or review of the Corporation's financial statements. The duty of the Committee is to oversee the Corporation's policies and practices with respect to compliance with laws, but it is the responsibility of management to assure that the Corporation complies with regulations, laws and the Corporation's business practices and code of ethics in the course of its business. Furthermore, while the Committee is responsible for reviewing the Corporation's policies and practices with respect to risk assessment and management, it is the responsibility of the principal executive officer, principal financial officer and senior management to determine the appropriate level of the Corporation's exposure to risk.