

CHARTER OF THE
COMMITTEE ON INDEPENDENCE ISSUES OF
THE ORACLE CORPORATION BOARD OF DIRECTORS

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

I. PURPOSE AND AUTHORITY

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

- review and approve any transaction, including, without limitation, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships involving the Corporation and any executive officer or director of the Corporation, any nominee for election as a director, any beneficial owner of more than 5% of the Corporation’s Common Stock or any immediate family member¹ of any such executive officer, director, nominee or security holder (each, a “Related Person”), that, if completed, would be required to be disclosed by the Corporation pursuant to Item 404 of Regulation S-K as in effect from time to time or any successor provision thereto (an “Interested Transaction”);
- periodically review and assess ongoing relationships with Related Persons to ensure compliance with guidelines and directives of the Independent Committee;
- where applicable, to review potential conflicts of interests and possible corporate opportunities in accordance with any of the Corporation’s conflict of interest policies as they exist from time to time; and
- to evaluate the independence of members of the Board pursuant to the independence rules established by the New York Stock Exchange.

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.

If, two or more members of the Committee are Related Persons with respect to an Interested Transaction, the Board will appoint one or more directors to serve temporarily in place of the Committee members who are Related Persons. No member of the Committee shall participate in any review or approval of any Interested Transaction with respect to which such member is a Related Person.

¹ The term “immediate family member” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such person and any person (other than a tenant or employee) sharing the household of such person.

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. Review and approve all Interested Transactions, including material amendments thereto. To be approved, the Committee must be informed or have knowledge of (a) the Related Person's relationship or interest and (b) the material facts of the proposed Interested Transaction, and any material amendments thereto; and the proposed Interested Transaction, and any material amendments thereto, must be on terms that, when taken as a whole, are fair to the Corporation.
2. Request such information from management, as it deems appropriate in reviewing any matters to be acted upon by the Committee.
3. Periodically review and assess the Corporation's ongoing relationships with Related Persons to ensure compliance with the Committee's guidelines and directives and to ensure that the continuation of such relationship remains fair to the Corporation.
4. Periodically evaluate and revise any conflict of interest policy of the Corporation in which the Committee serves as a reviewer and shall oversee the implementation of such policy.
5. In accordance with any conflict of interest policy of the Corporation designating the Committee as a reviewer, analyze and assess applicable potential conflicts of interests and usurpation of corporate opportunities.
6. Evaluate the independence of members of the Board and any director nominees

pursuant to the independence rules established by the New York Stock Exchange.

7. Hire legal, accounting, financial or other advisors as the Committee 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 advisor.
8. 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.
9. Make periodic reports to the Board.
10. Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.