CHARTER OF THE
NOMINATION AND GOVERNANCE 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 Nomination & Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") and the Committee's primary functions are to:

- to identify, recommend and assist in recruiting outstanding individuals qualified to become Board members, consistent with criteria approved by the Board;
- recommend to the Board director nominees for the Board and each Board committee;
- lead the Board in its periodic review of the performance of the Board and its committees; and
- periodically review and reassess the Corporation's corporate governance policies and procedures, including those related to succession planning for the Corporation's Chief Executive Officer ("CEO") and to recommend any proposed changes to the Board.

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.

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. As appropriate, actively seek, interview, evaluate and nominate individuals qualified to become board members and recommend such nominees to the Board for endorsement in accordance with the Corporate Governance Guidelines.

2. Periodically review and reassess the adequacy of the Corporation's corporate governance policies and procedures and recommend any proposed changes to the Board.

3. Periodically review and reassess the adequacy of the Corporation's policies, plans and procedures with respect to succession planning, including policies and principles for CEO selection and performance review, as well as policies regarding succession in the ordinary course of business and in the event of unexpected events or emergencies. The Committee shall recommend any proposed changes to the Board.

4. 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 party.

5. In the sole authority of the Committee, retain and terminate any search firm to be used to identify director candidates. The Committee shall have sole authority to approve the search firm's fees and other retention terms.

6. On an annual basis, review and assess the performance of the Board and its committees and report such assessment, including any recommendations for proposed changes, to the Board. The Committee should seek comments from each of the directors or committee members, as the case may be, with respect to such assessment.

7. Form, and delegate authority to, subcommittees when appropriate.

8. Make periodic reports to the Board.

9. Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.