

**ORACLE CORPORATION
COMPENSATION COMMITTEE CHARTER**

(Revised April 11, 2007)

Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) (1) to review and set the compensation of the Company’s directors, Chief Executive Officer (the “CEO”) and the Company’s other executive officers as determined with reference to Section 16 of the Securities Exchange Act of 1934, as amended (together with the CEO, the “Executive Officers”); (2) to lead the Board in its evaluation of the CEO’s performance; (3) to evaluate, approve and administer the Company’s compensation plans, policies and programs as they affect the Executive Officers; and (4) to review and discuss with management the disclosure that appears in the Company’s proxy statement with respect to the Company’s compensation policies and procedures and to produce the Committee’s report that appears in the Company’s proxy statement.

Committee Membership

The Committee shall consist of at least three members. The members of the Committee shall meet the independence requirements of the applicable provisions of the Securities Exchange Act of 1934, the rules promulgated thereunder and the applicable rules of the NASDAQ Marketplace Rules. 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 and replaced by the Board. The Board shall designate the Chair of the Committee.

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 regularly, but not less than annually, in executive session 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.

Committee Authority and Responsibilities

1. The Committee shall annually review and approve for the Company'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 officers at other companies, the Company's performance, the individual's performance and any other factors the Committee deems appropriate. 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 the Company's other Executive Officers.
2. The Committee shall annually review and approve, subject to ratification by the Board, the following elements of compensation for the Company's directors, as applicable: (a) annual retainers and/or per meeting fees, (b) long-term incentive compensation (either 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, the Company's performance, the individual's role and any other factors the Committee deems appropriate.
3. On a regular basis, but not less than annually, the Committee shall report to the Board on the CEO's performance and compensation and the compensation of the other Executive Officers.
4. The Committee shall review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company'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.
5. The Committee shall produce the report of the Committee as required by the rules and regulations of the SEC for inclusion in the Company's proxy statement.
6. In accordance with the Company's Corporate Governance Guidelines, the Committee (a) shall have the authority to retain and terminate any compensation consultant to be used to assist in the evaluation of the compensation of the Company's directors and Executive Officers, (b) shall have the authority to approve such compensation consultant's fees and other terms of engagement and shall make regular reports to the Board regarding such fees and other

expenditures relating to the engagement of such compensation consultant, and (c) shall have the authority to obtain advice and assistance from internal or external legal, human resources or other advisors.

7. The Committee shall review and approve the Company'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 as they relate to the Executive Officers, 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 the Company's 401(k) Plan Committee and shall have responsibility for 401(k) Plan amendments.
8. In appropriate circumstances, the Committee may form, and delegate its authority to, other committees when appropriate to carry out its duties.
9. The Committee shall make periodic reports to the Board.
10. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.
11. The Committee shall have the power to hire legal, accounting, financial or other advisors as they may deem necessary in their best judgment with due regard to cost, without the need to obtain the prior approval of any officer of the Company. The secretary of the Company will arrange for payment of the invoices of any such third party.