

ORACLE CORPORATION
CHARTER OF THE COMMITTEE ON INDEPENDENCE ISSUES
(Revised January 18, 2007)

Purpose

The Committee on Independence Issues (the “Committee”) is appointed by the Board of Directors (the “Board”) (1) 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”); (2) to periodically review and assess ongoing relationships with Related Persons to ensure compliance with guidelines and directives of the Independent Committee; (3) 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 (4) to evaluate the independence of members of the Board pursuant to the independence rules established by the NASDAQ Global Select Market.

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 and the rules promulgated thereunder and the applicable rules of the NASDAQ Global Select Market.

The members of the Committee shall be appointed and vacancies shall be filled by the Board. The Board shall designate the Chairman of the Committee. 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.

Committee Authority and Responsibilities

1. The Committee shall 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

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.

proposed Interested Transaction, and any material amendments thereto, must be on terms that, when taken as a whole, are fair to the Corporation.

2. The Committee may request such information from management, as it deems appropriate in reviewing any matters to be acted upon by the Committee.
3. The Committee shall 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. The Committee shall 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, the Committee shall analyze and assess applicable potential conflicts of interests and usurpation of corporate opportunities.
6. The Committee shall evaluate the independence of members of the Board and any director nominees pursuant to the independence rules established by the NASDAQ Global Select Market.
7. 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 Corporation. The Secretary of the Corporation will arrange for payment of the invoices of any such advisor.
8. The Committee shall periodically review and assess the performance of the Committee and report such assessment, including any recommendations for proposed changes, to the Board. The Committee should seek comments from each of the committee members with respect to such assessment.
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.