# Charter of the Compensation Committee of the Oracle Corporation Board of Directors (As last amended by the Board of Directors on September 16, 2026)

## I. PURPOSE AND AUTHORITY

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Oracle Corporation (the "Corporation"), and the Committee's primary functions are to:

- review and set the compensation of the Corporation's Chief Executive Officers (the "CEOs"), the Corporation's other executive officers (together with the CEOs, the "Section 16 Officers") as determined with reference to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and other senior executives selected by the Committee (together with the Section 16 Officers, the "Executive Officers");
- lead the Board in its evaluation of the CEOs' performance;
- evaluate, approve and administer the Corporation's compensation plans, policies and programs as they affect the Executive Officers;
- review and set the compensation of the Corporation's directors, subject to ratification by the Board;
- review and discuss with management the disclosure that appears in the Corporation's proxy statement with respect to the Corporation's compensation policies and procedures and to produce the Committee's report that appears in the Corporation's proxy statement; and
- conduct an annual risk oversight of compensation practices, policies and programs.

## 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 and a non-employee director. An independent director for purposes of the Committee is a director who meets the independence requirements of the Exchange Act, the rules promulgated thereunder and the applicable rules of the New York Stock Exchange. A non-employee director for purposes of the Committee is a director who is a "non-employee director" within the meaning of Rule 16b-3 under the Exchange Act.

A director shall not serve as a member of the Committee if the CEOs or

another Section 16 Officer of the Corporation serves on the compensation committee of another company that employs that director as a Section 16 Officer.

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 the earliest of (i) the next annual organizational meeting of the Board, (ii) his or her removal by the Board or (iii) the date that his or her successor has been duly elected and qualified by the Board. The Board shall designate the Chair of the Committee (the "Chair").

## III. MEETINGS

The Committee shall hold regular meetings as it may deem necessary and such special meetings as may be called by the Chair. 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 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. Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEOs' performance in light of those goals and objectives, and determine and approve the CEOs' compensation level based on this evaluation, including any long-term incentive component of the CEOs' compensation. The CEOs shall not be present during any Committee deliberations or voting with respect to his compensation, but the CEOs may participate in discussions regarding compensation for the Corporation's other Executive Officers.

2. On a regular basis, but not less than annually, report to the Board on the CEOs' performance and compensation.

3. Annually review and approve for the Executive Officers: (a) annual base salaries, (b) annual bonuses, (c) long-term incentive compensation (either cash-based, equity-based or otherwise), and (d) any other material perquisites. In reviewing and approving items (a) through (d)

above, the Committee may consider the compensation awarded to officers at comparable companies, the Corporation's performance, the individual's performance, compensation awarded to the Corporation's Executive Officers in past years and any other factors the Committee deems appropriate.

4. Periodically approve and review all employment, severance, retirement and change-in-control agreements, special or supplemental benefits, or provisions including the same, applicable to Executive Officers.

5. Review and approve, subject to ratification by the Board in accordance with the Corporation's Corporate Governance Guidelines, the following elements of compensation for the Corporation's non-employee directors, as applicable: (a) annual retainers and/or per meeting fees, (b) long-term incentive compensation (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 Corporation's performance, the individual's role and any other factors the Committee deems appropriate.

6. Review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Corporation'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.

7. Produce the report of the Committee as required by the rules and regulations of the SEC for inclusion in the Corporation's proxy statement or Annual Report on Form 10-K as applicable.

8. Review and consider the results of the Corporation's advisory stockholder vote on executive compensation and oversee the Corporation's engagement efforts with stockholders on the subject of executive compensation.

9. Annually assess the risks associated with the Corporation's compensation practices, policies and programs applicable to employees to determine whether the risks arising from such practices, policies and programs are appropriate or reasonably likely to have a material adverse effect on the Corporation.

10. Review and monitor matters related to human capital management,

including talent acquisition and retention.

11. In the sole discretion of the Committee, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser, be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee and determine, with appropriate funding, to be provided by the Corporation, for the payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee.

12. Select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that adviser's independence from management, including the factors enumerated in the rules of the New York Stock Exchange.

13. Oversee and review compliance with the stock ownership guidelines for the Corporation's directors, Executive Officers and other senior executives selected by the Committee.

14. Review and approve the Corporation's (a) equity incentive compensation plans and any restricted stock units or other awards thereunder, (b) employee stock purchase plan and (c) executive bonus plan or plans, and in each case review and approve any material changes or amendments to such plans.

15. Periodically receive updates from the Corporation's 401(k) Plan Committee.

16. In appropriate circumstances, the Committee may form, and delegate its authority to, a sub-committee consisting of one or more members when appropriate to carry out its duties or otherwise delegate any such authority as may be permitted pursuant to any equity incentive compensation plan.

17. Make periodic reports to the Board regarding the foregoing, as appropriate.

18. On at least an annual basis, conduct a self-evaluation of the Committee's own performance and effectiveness and report to the Board on such evaluation.

19. Review and assess periodically the adequacy of this Charter and recommend any proposed changes to the Board for approval.