

ORACLE CORPORATION COMPENSATION COMMITTEE CHARTER

(Revised August 1, 2005)

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 certain of the Company's other most highly compensated officers (the "Officers"); (2) to lead the Board in its evaluation of the CEO's performance; and (3) to administer the Company's stock plans.

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 National Market.

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

Committee Authority and Responsibilities

1. The Committee shall annually review and approve for the Company's directors, the CEO and the Officers, as applicable (a) base salary or retainer, (b) annual bonus, (c) long-term incentive compensation, and (d) any other compensation, perquisites and special or supplemental benefits. In reviewing and approving items (a) through (d) above, the Committee may consider the compensation awarded to directors and officers at other companies, the Company's performance, the individual's performance and any other factors the Committee deems appropriate.
2. The Committee shall annually report on the CEO's performance and compensation to the Board.
3. In accordance with the Company's Corporate Governance Guidelines, the Committee shall have (a) 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, the CEO or the Officers, (b) the authority to approve such compensation consultant's fees and other terms of engagement, and (c) the authority to obtain advice and assistance from internal or external legal, human resources or other advisors.

4. The Committee shall prepare an annual report on executive compensation for inclusion in the Company's proxy statement.
5. The Committee shall review and approve the Company's (a) equity incentive compensation plans and any stock options or other awards thereunder and (b) employee stock purchase plan. The Committee shall oversee the Company's 401(k) Plan Committee and shall have responsibility for 401(k) Plan amendments.
6. In appropriate circumstances, the Committee may form, and delegate its authority to, other committees when appropriate to carry out its duties.
7. The Committee shall make periodic reports to the Board.
8. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.
9. 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.