

**ORACLE CORPORATION
NOMINATION & GOVERNANCE
COMMITTEE CHARTER**

Purpose

The Nomination & Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) (1) to identify, recommend and assist in recruiting outstanding individuals to become Board members; (2) to recommend to the Board director nominees for each Board committee; (3) to lead the Board in its periodic review of the performance of the Board and its committees; and (4) to oversee the Corporation’s corporate governance policies and procedures.

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. As appropriate, the Committee shall actively seek, interview and evaluate individuals qualified to become board members for recommendation to the Board in accordance with the Corporate Governance Guidelines.
2. 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 party.
3. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms.
4. The Committee shall periodically review the independence of each non-management director, as such term is interpreted under the applicable provisions of the Securities Exchange Act of 1934, the rules promulgated thereunder and the applicable rules of the Nasdaq National Market.
5. The Committee shall periodically 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.

6. The Committee shall periodically review and reassess the adequacy of the Corporation's corporate governance policies and procedures and recommend any proposed changes to the Board.
7. The Committee may form, and delegate authority to, subcommittees when appropriate.
8. The Committee shall make periodic reports to the Board.
9. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.