

# Exhibit A

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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

In re ORACLE CORPORATION DERIVATIVE  
LITIGATION

**Master File No. C-10-03392-RS;**  
**Case No. C 11-04493-RS**

SCOTT OZAKI, derivatively and on behalf of  
ORACLE CORPORATION,

Plaintiff,

v.

LAWRENCE J. ELLISON, SAFRA A. CATZ,  
JEFFREY O. HENLEY, MICHAEL J. BOSKIN,  
H. RAYMOND BINGHAM, DONALD L.  
LUCAS, JEFFREY S. BERG, BRUCE R.  
CHIZEN, HECTOR GARCIA-MOLINA, NAOMI  
O. SELIGMAN, and GEORGE H. CONRADES,

Defendants,

-and-

ORACLE CORPORATION, a Delaware  
Corporation,

Nominal Defendant.

**NOTICE OF PROPOSED  
SETTLEMENT**

1 **TO: ALL CURRENT RECORD HOLDERS AND BENEFICIAL OWNERS OF**  
2 **COMMON STOCK OF ORACLE CORPORATION (“ORACLE” OR THE**  
3 **“COMPANY”) AS OF \_\_\_\_\_, 2013 (date of preliminary approval)**  
4 **(“CURRENT ORACLE SHAREHOLDERS”).**

4 **PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. THIS**  
5 **NOTICE RELATES TO A PROPOSED SETTLEMENT AND DISMISSAL OF**  
6 **THE ABOVE-CAPTIONED SHAREHOLDER DERIVATIVE ACTIONS, AND**  
7 **CONTAINS IMPORTANT INFORMATION REGARDING YOUR RIGHTS. IF**  
8 **YOUR RIGHTS MAY BE AFFECTED BY THESE LEGAL PROCEEDINGS. IF**  
9 **THE COURT APPROVES THE SETTLEMENT, YOU WILL BE FOREVER**  
10 **BARRED FROM CONTESTING THE APPROVAL OF THE PROPOSED**  
11 **SETTLEMENT AND FROM PURSUING THE RELEASED CLAIMS.**

9 **IF YOU HOLD ORACLE COMMON STOCK FOR THE BENEFIT OF**  
10 **ANOTHER, PLEASE PROMPTLY TRANSMIT THIS NOTICE TO SUCH**  
11 **BENEFICIAL OWNER. THE COURT HAS MADE NO FINDINGS OR**  
12 **DETERMINATIONS CONCERNING THE MERITS OF THESE ACTIONS. THE**  
13 **RECITATION OF THE BACKGROUND AND CIRCUMSTANCES OF THE**  
14 **SETTLEMENT CONTAINED HEREIN DOES NOT CONSTITUTE THE**  
15 **FINDINGS OF THE COURT. IT IS BASED ON REPRESENTATIONS MADE TO**  
16 **THE COURT BY COUNSEL FOR THE PARTIES.**

14 Notice is hereby provided to you of the proposed settlement (the “Settlement”) of two  
15 shareholder derivative actions: (1) *In re Oracle Corporation Derivative Litigation*, Master File  
16 No. C-10-03392-RS (N.D. Cal.); and (2) *Ozaki v. Ellison, et al.*, Case No. C 11-04493-RS (N.D.  
17 Cal.) (collectively, the “Derivative Actions”). This Notice is provided to you by Order of the  
18 United States District Court for the Northern District of California (the “Court”). It is not an  
19 expression of any opinion by the Federal Court. The purpose of this Notice is to notify you of the  
20 terms of the proposed Settlement, and of your rights related thereto.

21 **I. WHY THE COMPANY HAS ISSUED THIS NOTICE**

22 Your rights may be affected by the settlement of the Derivative Actions. The plaintiffs in  
23 those actions (Lisa Galaviz, Philip T. Prince, and Scott Ozaki (collectively referred to as the  
24 “Plaintiffs”)), defendants Jeffrey S. Berg, H. Raymond Bingham, Michael J. Boskin, Safra A.  
25 Catz, Bruce R. Chizen, George H. Conrades, Lawrence J. Ellison, Hector Garcia-Molina, Jeffrey  
26 O. Henley, Donald L. Lucas, Charles E. Phillips, Jr., and Naomi O. Seligman (collectively  
27 referred to as the “Individual Defendants”), and nominal defendant Oracle (Oracle and the  
28

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1 Individual Defendants are collectively referred to as the “Defendants”) have agreed upon terms to  
2 settle the Derivative Actions and have signed a written Stipulation of Settlement (the  
3 “Stipulation”) setting forth those settlement terms.

4 On \_\_\_\_\_, 2013, at \_\_\_\_\_.m., the Court will hold a hearing (the “Settlement  
5 Hearing”) in the Derivative Actions. The purpose of the Settlement Hearing is to determine:  
6 (i) whether the terms of the Settlement are fair, reasonable, and adequate and should be approved;  
7 (ii) whether final judgments should be entered; and (iii) such other matters as may be necessary or  
8 proper under the circumstances.

9 **II. SUMMARY OF THE LITIGATION**

10 **A. Procedural Overview**

11 **(i) The Consolidated Action**

12 On August 2, 2010, Plaintiff Lisa Galaviz filed a derivative complaint in the United States  
13 District Court for the Northern District of California against Oracle (as a nominal defendant) and  
14 certain of Oracle’s current and former officers and directors. On August 19, 2010, Plaintiff Philip  
15 T. Prince filed a similar derivative complaint in the San Mateo Superior Court, which Defendants  
16 removed to the United States District Court for the Northern District of California. On  
17 February 8, 2011, the actions brought by Ms. Galaviz and Mr. Prince were ordered consolidated  
18 for all purposes (the “Consolidated Action”). On February 10, 2011, the plaintiffs in the  
19 Consolidated Action filed a consolidated complaint alleging the following claims for relief:  
20 breach of fiduciary duty; abuse of control; and unjust enrichment based on violations of the False  
21 Claims Act by Oracle.

22 On March 31, 2011, Oracle filed a motion to dismiss the Consolidated Action on the  
23 ground that plaintiffs had failed to plead particularized facts demonstrating that they were  
24 excused from making a demand upon Oracle’s Board of Directors to act on their allegations,  
25 which was heard on June 2, 2011. The individual defendants in the Consolidated Action also  
26 moved to dismiss that Action for failure to state a claim.

27 On September 12, 2011, the plaintiffs in the Consolidated Action filed a petition for a writ  
28 of mandate in the California Superior Court for the County of San Mateo. The petition sought an

**[Proposed Derivative Notice for Posting on Oracle’s Website and Filing with the Court]**

1 order under California Corporations Code Section 1601 compelling Oracle to allow inspection of  
2 12 categories of documents. The stated purposes of the petition were to assist the plaintiffs in the  
3 Consolidated Action in pleading demand futility, and to assist them in investigating the  
4 allegations raised in that action.

5 On November 9, 2011, the Court issued an order granting Oracle’s motion to dismiss the  
6 Consolidated Action with leave to amend. The order held that, to demonstrate that demand would  
7 have been futile, any amended complaint would have to plead particularized facts showing that  
8 “the [Oracle] directors knew of, or recklessly disregarded” information showing that “Oracle was  
9 engaged in the alleged wrongdoing.” The Court also dismissed the Consolidated Action with  
10 leave to amend on the independent ground that Plaintiffs had failed to demonstrate that they had  
11 been Oracle shareholders at the time of the alleged wrongful acts and that they retained ownership  
12 for the duration of the lawsuit.

13 The plaintiffs in the Consolidated Action have not yet filed an amended complaint. The  
14 action has been stayed pending settlement negotiations pursuant to the parties’ stipulation.

15 On December 12, 2011, the trial court in the Section 1601 Action entered final judgment  
16 allowing the document inspection sought by the plaintiffs in the Consolidated Action. Oracle has  
17 appealed that judgment and filed its opening brief on December 28, 2012. No hearing date has  
18 been scheduled.

19 **(ii) The Ozaki Action**

20 On September 8, 2011, Plaintiff Scott Ozaki filed a derivative action (the “Ozaki Action”)  
21 in the United States District Court for the Northern District of California against some of the  
22 same defendants named in the Consolidated Action. Mr. Ozaki’s complaint asserted the  
23 following claims for relief: breach of fiduciary duty; waste of corporate assets; and unjust  
24 enrichment arising from allegations similar to those in the Consolidated Action. On April 9,  
25 2012, the Ozaki Action was stayed pursuant to the parties’ stipulation pending settlement  
26 negotiations.

1                   **(iii) The Dismissed Delaware Action**

2                   On March 22, 2011, Plaintiff Jordan Weinrib filed a derivative action in the Court of  
3 Chancery for the State of Delaware. That action was entitled *Weinrib v. Ellison, et al.*, Case No.  
4 7350 (Del. Ch.) (the "Delaware Action"). Mr. Weinrib alleged claims for breach of fiduciary  
5 duty based on allegations similar to those in the Consolidated Action. Mr. Weinrib voluntarily  
6 dismissed his complaint without prejudice in April 2012, and the Delaware Action is no longer  
7 pending.

8                   **B. Settlement Negotiations**

9                   The parties in the Consolidated Action and the Ozaki Action agreed to stay those actions  
10 to facilitate settlement discussions. Those discussions began with a formal mediation on June 5,  
11 2012, supervised by the Hon. Dickran M. Tevrizian (Ret.). Between June 2012 and December  
12 2012, the parties continued their settlement discussions, including further telephonic conferences  
13 with Judge Tevrizian and face-to-face and telephonic meetings between counsel.

14                   Substantially in response to those discussions, and as set forth in further detail below,  
15 Oracle has agreed to institute or maintain corporate governance provisions governing its internal  
16 controls and systems regarding compliance with the False Claims Act and with regulations  
17 promulgated by the General Services Administration regarding pricing for software licensed and  
18 services provided to government agencies. After negotiating and reaching agreement on the  
19 corporate governance provisions, the parties then subsequently began negotiations about the  
20 payment of Derivative Plaintiffs' Counsel's fees and reimbursement of expenses. After  
21 discussions with Judge Tevrizian and counsel, the parties eventually reached an agreement,  
22 subject to Court approval, on payment to Derivative Plaintiffs' counsel for fees and expenses.

23                   The Settling Parties believe that a settlement at this juncture on the terms and conditions  
24 set forth herein is fair, reasonable, adequate, and in the best interests of Oracle and its  
25 shareholders.

26                   **III. TERMS OF THE PROPOSED SETTLEMENT**

27                   The principal terms, conditions, and other matters that are part of the Settlement, which  
28 are subject to approval by the Court, are summarized below. This summary should be read in

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1 conjunction with, and is qualified in its entirety by reference to, the text of the Stipulation, which  
2 has been filed with the Court and is available for public inspection. To fully, finally, and forever  
3 resolve the Derivative Actions, and following extensive, arm’s-length settlement negotiations, the  
4 parties have agreed as set forth in the Stipulation as follows:

5         1. Oracle will continue or will implement certain corporate governance measures at  
6 the Company, which include internal controls and procedures specifically relating to the  
7 allegations raised in the Derivative Actions, including compliance with the False Claims Act and  
8 with regulations promulgated by the General Services Administration (the “Corporate  
9 Governance Measures”) regarding pricing for software licensed and services provided to  
10 government agencies. Oracle and the Individual Defendants acknowledge that the  
11 implementation or continuation of these measures confers a benefit to the Company and is  
12 substantially in response to the efforts of Plaintiffs’ counsel in the Derivative Actions.

13         2. The Stipulation also provides for the entry of judgments dismissing the Derivative  
14 Actions against Oracle and the Individual Defendants with prejudice and, as explained in more  
15 detail in the Stipulation, barring and releasing certain known or unknown claims that have been or  
16 could have been brought in any court by the Plaintiffs, by Oracle, or by any of its shareholders,  
17 against Oracle and the Individual Defendants relating to any of the claims or matters that were or  
18 could have been alleged or asserted in any of the pleadings or papers filed in the Derivative  
19 Actions. The Stipulation further provides that the entry of Judgments will bar and release any  
20 known or unknown claims that have been or could have been brought in any court by the  
21 Defendants against Plaintiffs or Plaintiffs’ counsel related to any of the claims or matters that  
22 were or could have been alleged or asserted in any of the pleadings or papers filed in the  
23 Derivative Actions or based upon or arising out of the institution, prosecution, assertion,  
24 settlement, or resolution of the Derivative Actions.

25 **IV. PLAINTIFFS’ ATTORNEYS’ FEES AND EXPENSES**

26         After negotiating the substance of the Corporate Governance Measures described above,  
27 the parties engaged in arm’s-length negotiations regarding the attorneys’ fees and expenses of  
28 Plaintiffs’ counsel. As a result of these negotiations, the parties have agreed that, subject to court

1 determination, the Company will pay or cause to be paid to Plaintiffs' counsel attorneys' fees and  
2 expenses in an aggregate amount not to exceed \$1,900,000 (the "Fee Award"), for both of the  
3 Derivative Actions and for the Delaware Action. The Fee Award includes fees and expenses  
4 incurred by Plaintiffs' counsel in connection with the Derivative Actions and the Delaware  
5 Action. To date, Plaintiffs' counsel have not received any payment for their efforts in those  
6 actions. The Fee Award will compensate Plaintiffs' counsel for the results achieved in the  
7 Derivative Actions and the Delaware Action, and for undertaking the prosecution of those actions  
8 on a contingent basis.

9 **V. REASONS FOR THE SETTLEMENT**

10 Counsel for the parties believe that Settlement is in the best interests of Oracle and the  
11 Current Oracle Shareholders.

12 **A. Why Did the Plaintiffs Agree to Settle?**

13 Plaintiffs' counsel conducted an extensive investigation relating to the claims and the  
14 underlying events and transactions alleged in the Derivative Actions. Plaintiffs' Counsel have  
15 analyzed the evidence adduced during their investigation, and have researched the applicable law  
16 with respect to the potential claims of Plaintiffs, Oracle, and Current Oracle Shareholders against  
17 the Defendants, as well as the potential defenses thereto.

18 Based upon the investigation and analysis described above, Plaintiffs and their counsel  
19 have concluded that the terms and conditions of the Stipulation are fair, reasonable, and adequate  
20 to Plaintiffs, Oracle, and Current Oracle Shareholders, and in their best interests, and have agreed  
21 to settle the claims raised in the Derivative Actions pursuant to the terms and provisions of the  
22 Stipulation after considering, among other things: (i) the substantial benefits that Oracle and  
23 Current Oracle Shareholders have received or will receive from the Settlement; (ii) the attendant  
24 risks of continued litigation of the Derivative Actions; and (iii) the desirability of permitting the  
25 Settlement to be consummated.

26 In particular, Plaintiffs and their counsel considered the significant litigation risk inherent  
27 in the Derivative Actions. The law imposes significant burdens on plaintiffs for pleading and  
28 proving a shareholder derivative claim. While Plaintiffs believe their claims are meritorious,



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1 Plaintiffs acknowledge that there is a substantial risk that the Derivative Actions may not succeed  
2 in producing a recovery in light of the applicable legal standards and possible defenses. In fact,  
3 the Court previously granted Oracle's motion to dismiss the complaint in one of the Derivative  
4 Actions (with leave to amend), and there existed the possibility that, upon the Defendants'  
5 motion, the Court would dismiss with prejudice any amended complaint. Plaintiffs and their  
6 counsel believe that, under the circumstances, they have obtained the best possible relief for  
7 Oracle and for Current Oracle Shareholders.

8 **B. Why Did the Defendants Agree to Settle?**

9 The Defendants have strenuously denied and continue to deny each and every allegation  
10 of wrongdoing or liability that has been made against them or that could have been made against  
11 them in the Derivative Actions. The Defendants have further asserted that, at all times, they acted  
12 in good faith, and in a manner that they reasonably believed to be and that was in the best  
13 interests of Oracle and Current Oracle Shareholders. The Defendants assert that they have  
14 meritorious defenses to the claims in the Derivative Actions, and that judgment should be entered  
15 dismissing all claims against them with prejudice. Nonetheless, the Defendants have entered into  
16 the Stipulation solely to avoid the continuing additional expense, inconvenience, and distraction  
17 of this burdensome litigation and to avoid the potential risks inherent in any lawsuit, and without  
18 admitting any wrongdoing or liability whatsoever.

19 **VI. FINAL COURT HEARING REGARDING THE SETTLEMENT**

20 On \_\_\_\_\_, 2013, at \_\_\_\_\_.m., the Court will hold the Settlement Hearing at the  
21 United States District Court for the Northern District of California, Phillip Burton Federal  
22 Building and United States Courthouse, 450 Golden Gate Avenue, San Francisco, CA 94102. At  
23 the Settlement Hearing, the Court will consider whether the terms of the Settlement are fair,  
24 reasonable, and adequate and thus should be finally approved and whether the Derivative Actions  
25 should be dismissed with prejudice pursuant to the Stipulation.

26 **VII. YOUR RIGHT TO ATTEND THE SETTLEMENT HEARING**

27 Any Current Oracle Shareholder may, but is not required to, appear in person at the  
28 Settlement Hearing. *Current Oracle Shareholders who have no objection to the Settlement do*

1 *not need to appear at the Settlement Hearing or take any other action.* If you want to be heard  
2 at the Settlement Hearing, then you must comply with the procedures for objecting, which are set  
3 forth below.

4 The Court has the right to change the date or time of the Settlement Hearing without  
5 further notice. Thus, if you are planning to attend the Settlement Hearing, you should confirm the  
6 date and time before going to the Court.

7 **VIII. YOUR RIGHT TO OBJECT AND PROCEDURES FOR DOING SO**

8 You have the right to object to any aspect of the Settlement. You must object in writing,  
9 and you may request to be heard at the Settlement Hearing. *If you choose to object, then you*  
10 *must comply with the following procedures.*

11 **A. You Must Make Detailed Objections in Writing**

12 Any objections must be submitted in writing and must contain the following information:

- 13 1. your name, legal address, and telephone number;
- 14 2. proof of your being a Current Oracle Shareholder as of \_\_\_\_\_, 2013 (date of  
15 preliminary approval);
- 16 3. the date(s) that you acquired your Oracle shares;
- 17 4. a detailed statement of your specific position with respect to the matters to be  
18 heard at the Settlement Hearing, including a statement of each objection being made;
- 19 5. the grounds for each objection or the reasons for your desiring to appear and to be  
20 heard;
- 21 6. notice of whether you intend to appear at the Settlement Hearing (this is not  
22 required if you have lodged your objection with the Court; and
- 23 7. copies of any papers you intend to submit to the Court, along with the names of  
24 any witness(es) you intend to call to testify at the Settlement Hearing and the subject(s) of their  
25 testimony.

26 The Court will not consider any objection that does not substantially comply with the  
27 above requirements.

28

1           **B.     You Must Timely Deliver Written Objections to the Court, Plaintiffs'**  
2           **Counsel, and Defendants' Counsel**

3           ***YOUR WRITTEN OBJECTIONS MUST BE ON FILE WITH THE CLERK OF THE***  
4           ***COURT NO LATER THAN \_\_\_\_\_, 2013.*** The Clerk's address is:

5                           Clerk of the Court  
6                           UNITED STATES DISTRICT COURT  
7                           NORTHERN DISTRICT OF CALIFORNIA  
8                           Phillip Burton Federal Building and United States Courthouse  
9                           450 Golden Gate Avenue  
10                          San Francisco, CA 94102

11           ***YOU MUST ALSO DELIVER COPIES OF THE MATERIALS TO PLAINTIFFS' COUNSEL***  
12           ***AND DEFENDANTS' COUNSEL SO THEY ARE RECEIVED NO LATER THAN \_\_\_\_\_***  
13           ***\_\_\_\_\_, 2013.*** Counsel's addresses are:

14                           Mark C. Molumphy  
15                           COTCHETT, PITRE & MCCARTHY, LLP  
16                           San Francisco Airport Office Center  
17                           840 Malcolm Road, Ste. 200  
18                           Burlingame, CA 94010

19                           *Counsel for Plaintiffs*

20                           Jordan Eth  
21                           Philip T. Besirof  
22                           MORRISON & FOERSTER LLP  
23                           425 Market Street  
24                           San Francisco, CA 94105

25                           *Counsel for Nominal Defendant Oracle and the Individual*  
26                           *Defendants*

27           The Court will not consider any objection that is not timely filed with the Court or not  
28           timely delivered to Plaintiffs' counsel and Defendants' counsel. Any Person or entity who fails to  
29           object or otherwise request to be heard in the manner prescribed above will be deemed to have  
30           waived the right to object to any aspect of the Settlement (including the right to appeal) or to  
31           request to be heard at the Settlement Hearing, and will be forever barred from raising such  
32           objection or request in this or any other related action or proceeding.

33           **IX.    HOW TO OBTAIN ADDITIONAL INFORMATION**

34           This Notice summarizes the Stipulation. It is not a complete statement of the Stipulation  
35           or of the events in the Derivative Actions. You may inspect the Stipulation and other papers filed

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1 in the Derivative Actions at the United States District Clerk's office at any time during regular  
2 business hours of each business day. The Clerk's office is located at the Phillip Burton Federal  
3 Building and United States Courthouse, 450 Golden Gate Avenue, San Francisco, CA 94102.  
4 However, you must appear in person to inspect those documents. The Clerk's office will not mail  
5 copies to you. You may also contact a representative of Plaintiffs' counsel, Mark C. Molumphy,  
6 Cotchett, Pitre & McCarthy, LLP, San Francisco Airport Office Center, 840 Malcolm Road, Suite  
7 200, Burlingame, CA 94010, telephone (650) 697-6000.

8 ***PLEASE DO NOT CALL, WRITE, OR OTHERWISE DIRECT QUESTIONS ABOUT***  
9 ***THIS NOTICE, THE SETTLEMENT, OR THE DERIVATIVE ACTIONS TO EITHER THE***  
10 ***COURT OR THE CLERK'S OFFICE.*** Any questions you have about matters in this Notice  
11 should be directed by telephone or in writing to Plaintiffs' counsel, at the address set forth above.

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13  
14 DATED: \_\_\_\_\_, 2013

BY ORDER OF THE COURT  
UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

1 UNITED STATES DISTRICT COURT  
2 NORTHERN DISTRICT OF CALIFORNIA

3 In re ORACLE CORPORATION DERIVATIVE  
4 LITIGATION

5 SCOTT OZAKI, derivatively and on behalf of  
6 ORACLE CORPORATION,

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8 v.

9 LAWRENCE J. ELLISON, SAFRA A. CATZ,  
10 JEFFREY O. HENLEY, MICHAEL J. BOSKIN,  
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13 CHIZEN, HECTOR GARCIA-MOLINA, NAOMI  
14 O. SELIGMAN, and GEORGE H. CONRADES,

15 Defendants,

16 -and-

17 ORACLE CORPORATION, a Delaware  
18 Corporation,

19 Nominal Defendant.

Master File No. C-10-03392-RS;  
Case No. C 11-04493-RS

20 **SUMMARY NOTICE OF PROPOSED SETTLEMENT**

21 TO: ALL CURRENT RECORD HOLDERS AND BENEFICIAL OWNERS OF COMMON  
22 STOCK OF ORACLE CORPORATION (“ORACLE” OR THE “COMPANY”) AS OF  
23 \_\_\_\_\_, 2013 (date of preliminary approval) (“CURRENT ORACLE  
24 SHAREHOLDERS”).

25 This notice relates to a proposed settlement and dismissal of the above-captioned  
26 shareholder derivative actions (the “Derivative Actions”), which were brought on behalf of  
27 Oracle, and contains important information regarding your rights. Your rights may be affected by  
28 these legal proceedings. If the Court approves the settlement as set forth in a Stipulation of  
Settlement (“Stipulation”), you will be forever barred from contesting the approval of the

**[Proposed Abridged Derivative Notice for Publication in *Investor's Business Daily*]**

1 proposed settlement and from pursuing the released claims. The proposed settlement does not  
2 provide for monetary recovery. Accordingly, there is no claim form.

3 A hearing to determine whether the proposed settlement of the claims that were asserted  
4 by Derivative Plaintiffs on behalf of Oracle, against certain directors and officers of Oracle  
5 should be approved by the Court as fair, reasonable, and adequate will be held on \_\_\_\_\_,  
6 2013, at \_\_\_\_\_.m. before the Honorable Richard Seeborg, United States District Judge, at the  
7 United States District Court for the Northern District of California, Phillip Burton Federal  
8 Building and United States Courthouse, 450 Golden Gate Avenue, San Francisco, CA 94102. At  
9 the hearing, the Court will also consider whether to enter a judgment dismissing all claims in the  
10 litigation with prejudice, forever discharging and settling certain released claims, whether to  
11 approve Derivative Plaintiffs' Counsel's fees and expenses, and any other matters that may be  
12 properly before the Court in connection with the Stipulation and proposed settlement.

13 THIS NOTICE IS A SUMMARY ONLY AND DOES NOT DESCRIBE ALL THE  
14 DETAILS OF THE STIPULATION AND PROPOSED SETTLEMENT. Nothing in this notice  
15 varies or supersedes the terms of the Stipulation. For full details of the matters discussed in this  
16 summary, you may review the Stipulation filed with the Court or a more detailed notice regarding  
17 the terms of the proposed settlement ("Notice of Proposed Settlement"). You may inspect the  
18 Stipulation and other papers filed in the Derivative Actions at the United States District Clerk's  
19 office at any time during regular business hours of each business day, at the address set forth  
20 above. You also may review the Stipulation and Notice of Proposed Settlement on Oracle's  
21 website at <http://www.oracle.com/us/corporate/investor-relations/index.html>. You also may  
22 request the Stipulation and Notice of Proposed Settlement from Derivative Plaintiffs' Counsel:

23 Mark C. Molumphy  
24 Cotchett, Pitre & McCarthy, LLP  
25 San Francisco Airport Office Center  
26 840 Malcolm Road, Suite 200  
27 Burlingame, CA 94010  
28 Tel: (650) 697-6000

27 You are encouraged to review the Notice of Proposed Settlement and the Stipulation. PLEASE  
28 DO NOT CALL, WRITE, OR OTHERWISE DIRECT QUESTIONS ABOUT THIS MATTER

1 TO EITHER THE COURT OR THE CLERK'S OFFICE. Instead, any questions should be  
2 directed by telephone or in writing to Derivative Plaintiffs' Counsel.

3 You may, but are not required to, appear in person at the Settlement Hearing. If you want  
4 to be heard at the Settlement Hearing, then you must comply with the procedures for objecting,  
5 which are set forth in the Notice of Proposed Settlement, on or before \_\_\_\_\_, 2013.

6 Current Oracle Shareholders who have no objection to the Settlement do not need to  
7 appear at the Settlement Hearing or take any other action. If you do not take steps to appear in  
8 these actions and object to the proposed settlement, you will be bound by the final judgment of  
9 the Court and will forever be barred from raising an objection to such settlement in this or any  
10 other action or proceeding, and from pursuing any of the released claims.

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DATED: \_\_\_\_\_, 2013

BY ORDER OF THE COURT  
UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA