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The Oracle Code of Ethics and Business Conduct

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QUESTIONS AND ANSWERS

Oracle provides The Oracle Code of Ethics and Business Conduct to its employees worldwide for their guidance in addressing the legal and ethical issues they encounter in conducting Oracle business. Employment by Oracle is subject to the terms and conditions established by your local organization. As part of those terms and conditions, you are required to abide by the standards set forth in this Code. This Code is not a contract, and no contract is implied. If any part of this Code conflicts with applicable law, the law will prevail. Oracle may interpret the Code in its sole discretion. This Code is the property of Oracle and should be returned to Oracle if you leave the company.

DEAR ORACLE EMPLOYEE:

Oracle Corporation has established a unique position of leadership throughout the world in providing state of the art information technology, products and services. At the same time, we are determined to meet high moral and ethical standards in performing our work at every level of our organization and in every location in which we operate.

The Oracle Code sets forth Oracle's standards of ethics and business conduct and has been prepared to aid you as you go about your daily work. It has been translated into several different languages and is being distributed to each Oracle employee worldwide. Although we operate in many countries and are subject to many different rules, regulations, customs and practices, we can only succeed if we adhere to a common set of values and standards. It is essential that all employees worldwide have a personal commitment to meeting these standards because Oracle's success and reputation depend upon the performance of each of its employees. Consequently, the Oracle Code is applicable to all Oracle employees worldwide, and we use "Oracle" throughout to refer to Oracle Corporation and each of its subsidiaries.

The Oracle Code starts with a summary of the core business values that are essential to Oracle's success. We expect each Oracle employee to adopt these values in their day-to-day business activities. Widespread adherence to these values will enhance our long-term success by improving our ability to serve customers, by increasing our competitiveness and by promoting our pride at being part of the Oracle team. The phrases used to describe these values may change, but these concepts will remain the foundation of Oracle.

The Oracle Code then describes the behavior expected of Oracle employees when interacting with each other, with other companies, and with the societies, cultures and governments that make up the world in which we operate. Specifically, it addresses three areas:

Compliance with Laws and Regulations Our responsibility to abide by the laws that apply to our business wherever we operate.

Business Conduct Our obligation to conduct internal and external business fairly and ethically.

Relationships Our responsibility to interact fairly and respectfully with each other, our customers and suppliers, and our host communities.

The Oracle Code is intended to supplement, not replace, the Oracle Employee Handbook and any policies established by Oracle. The standards set forth here also supplement and may go well beyond mere compliance with laws and regulations. Many of these standards simply restate common sense rules by which we all should be determined to live and work.

Oracle requires you to become intimately familiar with the contents of this Code and to apply these standards to your daily working lives. Failure to comply with the guidelines stated here will result in appropriate disciplinary action. You should feel free to raise any questions or issues regarding The Oracle Code to your manager or, where appropriate, to your local Business Conduct Officer.

These standards cannot anticipate every situation which may pose an ethical or moral issue. We expect each Oracle employee to exercise sound judgment when evaluating an issue of conduct and, if in doubt, to seek counseling prior to taking any action which may compromise either personal ethical standards or those of Oracle. These guidelines are but a start. What counts is how we follow through at every level.

LAWRENCE J. ELLISON
CHAIRMAN AND CHIEF EXECUTIVE OFFICER

JEFFREY O. HENLEY
EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

DANIEL COOPERMAN
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY

A SUMMARY OF ORACLE BUSINESS VALUES

Certain core values are essential to Oracle's business:

INTEGRITY

Oracle employees demonstrate honesty and sound ethical behavior in all business transactions and personal integrity in all dealings with others.

MUTUAL RESPECT

Oracle employees consistently treat individuals with respect and dignity.

TEAMWORK

Oracle employees work together as a team for the collective interests of Oracle.

COMMUNICATION

Oracle employees share information widely and effectively with each other, except when confidentiality is required.

INNOVATION

Oracle employees seek innovative and creative approaches to problem solving.

CUSTOMER SATISFACTION

Oracle employees consistently treat customer satisfaction as a top priority.

QUALITY

Oracle employees make excellence and quality a part of day-to-day work processes and seek continuous improvement in all that they do.

FAIRNESS

Oracle employees are committed to dealing fairly with customers, suppliers, and one another.

COMPLIANCE

Oracle employees comply with all laws and regulations that govern Oracle's business.

BUSINESS CONDUCT

Oracle employees observe the standards that have been established by Oracle and act ethically in their approach to business decisions.

COMPLIANCE WITH LAWS AND REGULATIONS

General

This Code is applicable to Oracle's employees, temporary employees, and independent contractors (collectively "employees") throughout the world. We must operate within the bounds of all laws applicable to Oracle's business, wherever conducted. It is the responsibility of each person to meet this obligation. Managers must ensure that the employees who report to them read this Code and understand the importance of complying with it and with applicable laws.

Compliance with the law means not only observing the law, but conducting corporate business so that Oracle will deserve and receive recognition as an organization that recognizes its legal responsibilities and fulfills them. Local laws may in some instances be less restrictive than the principles set forth in this Code. In those situations, you must comply with the Code, even if the conduct would otherwise be legal under applicable laws. On the other hand, if local laws are more restrictive than the Code, you must always, at a minimum, comply with applicable laws.

In some instances, laws and regulations may be ambiguous and difficult to interpret. In such cases, contact the Oracle Legal Department to ensure that you are in compliance with this Code and are observing prevailing laws and regulations.

Business Practices

Antitrust or Competition Laws The countries in which Oracle operates generally have laws and regulations, usually referred to as antitrust or competition laws, that prohibit unlawful restraint of trade. These laws are designed to protect consumers and competitors against unfair business practices and to promote and protect healthy competition. Oracle is committed to rigorously observing the applicable antitrust or competition laws of all nations or organizations.

Antitrust or competition laws vary from country to country, but generally, such laws prohibit agreements or actions that unreasonably restrain trade — restrictive practices that may unreasonably reduce competition without providing beneficial effects to consumers. Among those agreements and activities generally found to violate antitrust or competition laws are agreements and understandings among competitors to fix or control prices; to boycott specified suppliers or customers; to divide or allocate markets or customers; or to limit the production or sale of products or product lines for anticompetitive purposes. Such agreements are against public policy and against the policy of Oracle. Employees must never engage in discussions of such matters with representatives of other companies. You should report to the Oracle Legal Department any instance in which such discussions are initiated by other companies.

Contracts or other arrangements which involve exclusive dealing, tie-in sales or other restrictive agreements with suppliers and customers, price discrimination, and other terms of sale as between customers, may be unlawful under applicable antitrust or competition law and should not be entered into without the approval of the Oracle Legal Department. In addition to any applicable local laws, the antitrust laws of the United States also apply to our business operations and transactions internationally related to imports to, or exports from, the United States.

Unfair methods of competition and deceptive practices are also prohibited. Examples of these include making false or misleading representations about Oracle's products, falsely disparaging a competitor or its products, making product claims without facts to substantiate them, and using another company's trademarks in a way that confuses the customer as to the source of a product.

Because of the complexity of antitrust and competition laws, you should seek advice from the Oracle Legal Department on any related question.

No Illegal Payments or Economic Boycotts Oracle prohibits making or offering bribes, kickbacks, or payments of money or anything of value to government or public international organization officials, political parties, candidates for political office, or to any other third party for the purpose of obtaining or retaining business for Oracle, or otherwise in connection with Oracle's business operations. This includes giving money or anything of value to any third party where there is reason to believe that it will be passed on to a government official for this purpose. See also "Dealing with Government " below.

Oracle may not participate in any economic boycott not sanctioned by the United States government. Oracle may not provide information that could be construed to further unsanctioned boycotts and must report any request to do so to the United States Department of Commerce.

Oracle has issued a Foreign Corrupt Practices Act Policy and a Foreign Economic Boycott Policy, both of which are available on the Oracle Legal Department website at <http://legal.us.oracle.com>. These policies provide specific guidelines to ensure that Oracle complies with local laws as well as the Foreign Corrupt Practices Act and foreign economic boycott laws of the United States. These United States laws apply to Oracle and its employees, representatives, subsidiaries and agents worldwide. Questions or requests for information regarding the Foreign Corrupt Practices Act or the antiboycott laws should be addressed to the Oracle Legal Department (userid: legal.us@oracle.com).

Export Laws United States Export Control Laws govern all exports of commodities and technical data from the United States, including items that are hand-carried as samples or demonstration units in luggage and written or oral disclosure of technical data to a foreign visitor. Oracle's policy is to comply fully with these laws. Failure to comply could result in the loss or restriction of Oracle's export privileges, which, in turn, could damage or even destroy a significant portion of the company's business. Violation of these laws may also result in fines and imprisonment for individual employees and their management chain. Employees are responsible for understanding how the Export Control Laws apply to their jobs and for conforming to these laws.

No shipment of Oracle software, documentation, source code, technical data or technology can be made without processing the order and shipment through authorized Oracle order entry, distribution and support processes and/or through authorized Oracle subsidiary channels. Because compliance with the Export Control laws is essential to our continued ability to do business in the international marketplace, failure to comply with these laws will subject the employee to disciplinary action, including termination.

United States and foreign governments maintain strict rules regarding the methodology for goods exchanged across their borders. Local export laws may also apply to shipments to or from the country in which you operate. False or misleading statements made on export documentation could jeopardize Oracle's global operations and lead to audits and fines which would damage the company's ability to conduct business activity. All managers and employees must integrate export control procedures into their regular business processes for Oracle to have continued success in the international marketplace.

Questions concerning export controls and customs matters or any violation of these laws or regulations should be directed to Oracle's Global Trade Compliance organization (GTC) (userid: xport_us@oracle.com).

Immigration Laws Oracle employees are expected to ensure that they, and any employees who work for them, comply with all applicable immigration laws. Oracle employees who travel internationally on business are responsible for obtaining appropriate work authorizations, as necessary. Advice on immigration issues is available from your Human Resources Representative.

Securities and Insider Trading

All Oracle employees are expected to comply fully with applicable insider trading and securities laws governing transactions in the securities of Oracle and other companies. Securities include common stocks, bonds, options, futures, and other financial instruments. These laws provide substantial civil and criminal penalties for individuals who fail to comply. If you trade in Oracle securities or the securities of any other company trading on a United States stock exchange, you are subject to United States securities laws, as well as any other securities or insider trading laws that may apply to you locally.

Oracle employees who possess or have access to material, non-public information gained through their work at Oracle may not use that information to trade in Oracle securities or the securities of another company to which the information pertains. Employees may not engage in any other action to take advantage of, or pass on to others (i.e., "tip"), material information before its release to the public at large and for a period of time after it is publicly disclosed. These restrictions also apply to family members, friends, or associates.

Material information includes any information that a reasonable investor would consider important in a decision to buy, hold, or sell securities. Such information may include financial and key business data; merger, acquisition, or divestiture discussions; award or cancellation of a major contract; changes in key management; forecasts of unanticipated financial results; significant litigation; and gain or loss of a substantial customer or supplier.

Employees who possess or have access to material inside information relating to quarterly or annual financial results are prohibited from directly or indirectly trading in Oracle securities during certain periods. Additional restrictions on trading or speculating in Oracle stock apply to Executive Vice Presidents and Senior Vice Presidents. Oracle has issued an Insider Trading Policy, applicable to all employees worldwide, which more fully sets forth your obligations regarding trading in Oracle securities. The Policy is available on the Oracle Legal Department website at <http://legal.us.oracle.com>. You are expected to become familiar with the Policy and comply with it.

If you have any questions about compliance with insider trading laws or Oracle's Insider Trading Policy, you should consult with the Oracle Legal Department and your personal legal advisor.

General Contracting Issues

Oracle expects its employees to compete fairly and ethically for all business opportunities. Employees involved in the sale or licensing of products and the negotiation of agreements and contracts must ensure that all statements, communications, and representations to customers are accurate and truthful.

Oracle is committed to meeting all of its contractual obligations. Oracle employees are expected to know, understand, and honor the terms of Oracle's contractual agreements.

All appropriate approvals are to be obtained before contracts are executed, modified or amended. No unauthorized contracts or modifications of contracts such as unapproved "side letters" or oral agreements constituting modifying or amending contracts may be entered. Entering into unauthorized side letters or oral agreements is grounds for disciplinary action, including termination.

Only certain Oracle employees are authorized to sign contracts or commit Oracle to acquiring products or services or providing anything of value to any third party. Before acquiring any goods or services or making any other commitments on behalf of Oracle, you must ensure that you have *spending authority* equal to or greater than the total amount of payments or other concessions to which you are committing Oracle. You should aggregate the total cost of a purchase when making this determination. It is not permissible, for example, to open several purchase requisitions for a single vendor on the same project to avoid going outside the limits of your spending authority. If you do not have adequate spending authority, obtain approval from the manager in your chain of management who does. If you have questions about your spending authority, consult your manager.

Additionally, before signing any document committing Oracle to acquire goods or services or undertake any other obligation, you must ensure that you have the required *signing authority*. Oracle has issued a Document Signing Authority Policy that identifies the individuals with authority to sign documents on behalf of Oracle Corporation and its subsidiaries. This policy may be found on the Oracle Legal Department website at <http://legal.us.oracle.com>. Consult this policy if you have questions about your signing authority. If you are still uncertain, contact your manager or the Oracle Legal Department. If you are authorized to sign documents on behalf of Oracle, you may not delegate this authority to another employee without the approval of Oracle's CEO or General Counsel.

Dealing with Government

Oracle strictly observes the laws, rules, and regulations which govern the acquisition of goods and services by any governmental agency of any country. Activities that may be appropriate when dealing with non-government customers may be improper and even illegal when dealing with the government. Oracle employees who deal with any governmental agency are responsible for learning and complying with all rules that apply to acquisitions by that governmental agency.

No Oracle employee shall attempt to obtain, from any source, government information that is procurement-sensitive, such as pre-award, source selection information, or any proprietary information of a competitor in circumstances where there is reason to believe the release

of such information by the government is unauthorized. Oracle employees must strictly observe all laws and regulations regarding classified information.

Employees are prohibited from providing or receiving anything of value, directly or indirectly, for the purpose of obtaining or rewarding favorable treatment, including influencing a procurement action. Employees having influence on procurement decisions must be careful to avoid actual or potential conflicts of interest and may be required to certify from time to time that they have not violated, and do not know of any other employee who has violated, these prohibitions. See also "Business Practices" above.

In the United States, federal appropriated funds shall not be used to pay anybody to influence, or attempt to influence, anyone employed by the Executive or Legislative Branches, including members of Congress and their staffs, in connection with the award of government contracts or contract modifications.

Employees involved in selling or offering to sell commercial products to the United States Government should be familiar with and ensure compliance with laws and regulations concerning commerciality and Multiple Award Schedule (MAS) contracting regulations of the General Services Administration (GSA). The MAS program is essentially government-only catalogs. Under these MAS contracts, suppliers are required to provide extensive information about pricing and discounts to assist GSA in negotiating a favorable price. Sales under a GSA MAS contract may require a supplier to pay to GSA certain fees. Suppliers must ensure that they accurately account for all GSA MAS sales.

Government departments and agencies generally are governed by laws and regulations concerning acceptance by their employees of entertainment, meals, gifts, gratuities, and other things of value from firms and persons with whom those departments and agencies do business or over whom they have regulatory authority. In dealing with employees of government agencies and departments, it is Oracle's policy that nothing of value will be given to such individuals.

It is permissible under appropriate circumstances, however, to give a Federal government employee a single item with the Oracle logo of less than U.S. \$20.00 in value or to provide simple food or beverages at a business meeting hosted by Oracle. At the U.S. Federal level, this is the extent of permissible gratuities. Rules and regulations elsewhere may set different standards for giving items of value to government employees. Oracle will adhere rigidly to all such rules and regulations. You are responsible for being familiar with rules and regulations of the government agencies and departments with which you do business. Contact Oracle's Corporate Affairs office in Washington, D.C. or the Oracle Legal Department if you have any questions or need assistance interpreting the regulations.

Finally, individual contracts with government customers may impose additional requirements on Oracle. You should consult with the responsible Oracle contracts personnel or the Oracle Legal Department if you have questions concerning individual contract requirements.

Oracle will observe fully other obligations of government contractors including:

Proper charging of all labor and material costs.

Exclusion of any unallowable costs from charges to the government.

Full compliance with any rules related to the submission of "cost and pricing data."

Full compliance with contract specifications and requirements, including testing and quality assurance requirements.

Full compliance with any government rules related to employing or entering into any business opportunity with present or former government employees. In the United States, these rules are highly complex, and Oracle requires consultation with the Oracle Legal Department or Oracle Corporate Affairs before any such discussions with a present or former government employee are held.

Full compliance with government rules accounting for independent research and development and bid and proposal expense.

Proper treatment of all indirect costs, including any rules of cost allocability or allowability that may apply in our work.

Intellectual Property

Besides its people, Oracle's most important assets are its intellectual property rights, including its copyrights, patents, trademarks, and trade secrets. Each employee is responsible for protecting Oracle's intellectual property rights by complying with Oracle's policies and

procedures for their protection. This obligation continues even after an employee leaves the employ of Oracle. An important element of such protection is maintaining the confidentiality of Oracle's trade secrets and other proprietary information.

Oracle also respects the intellectual property of others. It is against Oracle policy to reproduce copyrighted software, documentation, or other materials without permission. Oracle respects the limitations specified in the licensing agreements with its software suppliers, and Oracle employees are not permitted to use or copy software or documentation except to the extent that the applicable license agreement allows such use or copying. Oracle will provide any software necessary for employees to adequately perform their functions under appropriate licensing agreements with vendors. Oracle employees may not post copyrighted content to any internal or external website or other electronic forum without first obtaining the permission of the copyright owner. Consult the Oracle Legal Department website at <http://legal.us.oracle.com> for Oracle's Copyright Compliance Policy and for additional information about copyright issues.

Political Contributions and Activities

Oracle has a variety of activities underway to promote its interests at the local, state, national and international levels. Oracle encourages participation of Oracle employees in the political process - individually, in their communities, or in coordination with other Oracle employees. To protect itself from legal or appearance problems, Oracle takes seriously its obligations under lobby laws, gift laws, and laws pertaining to political contributions. Laws regarding political activity (lobby laws, gift laws, political contributions) vary greatly from jurisdiction to jurisdiction and are, in many cases, subject to interpretation and circumstance.

As a result of the labyrinth of laws and regulations in this area, *all* political contributions made by Oracle, including attendance, participation, and/or sponsorship of political events, receptions, dinners or similar activities, must be cleared *in advance* through Oracle's Corporate Affairs office in Washington, D.C. In addition, corporations are prohibited in many cases from giving to campaigns, and some campaign laws interpret use of corporate resources (*e.g.*, equipment, email, stationery or personnel) as corporate donations. You should therefore check with Oracle Corporate Affairs about the laws governing your locality before using any company resources for political campaigns or fundraising.

Oracle has a non-partisan political action committee, Oracle PAC, which was formed to give Oracle employees an opportunity to become more active and effective participants in the U.S. political process. Under Federal law, participation in Oracle PAC is limited to those employees who are U.S. citizens or permanent residents and hold salaried administrative, executive, managerial, policymaking or professional positions, their immediate families, and Oracle stockholders. The amounts that may be contributed to and by a PAC are limited, and all contributions to Oracle PAC are entirely voluntary. For more information about eligibility or the activities of Oracle PAC, please contact the Corporate Affairs office at 202.721.4800, or orclpac.us@oracle.com.

ORACLE AND ITS BUSINESS CONDUCT POLICIES

Financial Integrity

Financial and Other Records Accurate and reliable financial and business records are of critical importance in meeting Oracle's financial, legal, and business obligations. No false entries shall be made on the books or records of Oracle for any reason. For example, billing of time or expenses by consultants, entry of orders by sales administrators, submission of travel and expense reports, and reporting of petty cash disbursements shall be made accurately and in compliance with Oracle policy. No documents shall be inappropriately altered nor shall they be signed by those lacking proper authority.

Oracle funds or assets shall not be used for any unethical purpose. No undisclosed or unrecorded fund or asset of Oracle or any subsidiary shall be maintained or established for any purpose. No payment on behalf of Oracle shall be made or approved with the understanding that

it will or might be used for something other than the stated purpose. Oracle's financial books, records, and statements shall properly document all assets and liabilities and accurately reflect all transactions of the company.

Additionally, Oracle's business records must be retained in accordance with Oracle's record retention policies and all applicable laws and regulations. Oracle has developed a Records Retention Schedule that takes into account the legal and operational requirements, and prescribes specific time periods for retaining specified categories of records. You may access this Schedule through the Oracle Legal Department website at <http://legal.us.oracle.com>. You should review the Retention Schedule and comply with the retention requirements for the records within the control of your organization.

Public Disclosures As a public company, Oracle is required to disclose accurate and complete information regarding the company and the results of its operations. Oracle's policy is to timely, accurately and completely report its financial results and other significant developments. For this reason, Oracle will not tolerate unauthorized "leaks" or disclosures of corporate information to the press or financial community. All communications with the press and financial community must be authorized by Oracle's Public Relations or Investor Relations organizations. Those organizations alone, at the direction of Executive Management, are responsible for determining the appropriate spokespersons for communicating with the press and analysts. Any inquiries from the press or financial community should be directed to Oracle Public Relations or Oracle Investor Relations immediately. For further information, see Oracle's Policy Regarding Communications with the Press and Analysts on the Oracle Legal Department website at <http://legal.us.oracle.com>.

Business Courtesies that may be Extended

Furnishing meals, refreshments, and entertainment in conjunction with business discussions with non-government personnel is a commonly accepted practice. Oracle employees may furnish meals, refreshments, or entertainment appropriate to the circumstances. The furnishing of meals, refreshments, or entertainment, however, must not violate the standards of conduct of the recipient's organization or of any contractual agreement with a customer. Employees are responsible for familiarizing themselves with any such standards imposed by the customer and for complying with them. Oracle prohibits gifts to any private individual, firm, or entity as a means of improperly inducing business.

Employees who make and employees who approve expenditures for meals, refreshments, or entertainment must use discretion and care to ensure that such expenditures are in the ordinary and proper course of business and could not reasonably be construed as bribes or improper inducement.

Oracle's standards for dealing with government officials are more stringent than the standards for commercial transactions. See the discussions of "Business Practices" and "Dealing with Government" above.

In any case, business courtesies offered cannot be construed as intended to influence the judgment of the recipient so as to secure unfair preferential treatment. A final test of appropriate business courtesies is whether public disclosure would be embarrassing to Oracle or the recipient.

Business Courtesies that may be Received

Gifts Oracle employees generally may accept unsolicited gifts or other business courtesies from actual or potential customers, suppliers or other business partners provided they are not of material value and are not given with the purpose of influencing one's judgment. It is never appropriate to solicit gifts or other courtesies, directly or indirectly. If you are offered a gift or other business courtesy of material value from an individual, firm, or representative of a firm who has or seeks a business relationship with Oracle, you must demonstrate that the gift could not be construed as an attempt by the offering party to secure favorable treatment *and* obtain written approval from the Senior Vice President of your organization and from your designated Business Conduct Officer *before* accepting the gift. Oracle recognizes that in some parts of the world gift giving is common practice and not accepting a gift could reflect badly on Oracle. Even in those instances, however, where the gift is of a material value, you must obtain the written approval of your Senior Vice President and your designated Business Conduct Officer *before* accepting the gift.

Except for loans from recognized banks and financial institutions which are generally available at market rates and terms, you, or any member of your family, may not accept from an individual or firm doing or seeking business with Oracle any loan, guarantee of loan, or

payment. Similarly, Oracle employees may not accept finders' fees, referral fees or other incentive payments or perquisites from third parties to whom Oracle may refer business, including, for example, Oracle Alliance members and leasing companies. Generally, incentive programs offered by third parties are discouraged. Any such incentive programs must be approved by the Executive Vice President of the relevant organization and the Senior Vice President of Human Resources.

Entertainment Oracle employees may accept occasional meals, refreshments, or other entertainment appropriate to the circumstances in connection with normal business discussions. Again, it would not be appropriate to accept such favors if they were offered solely to influence your business decision. If an individual or firm doing or seeking business with Oracle offers you entertainment that is more than modest or routine, obtain the necessary approvals as set forth above before accepting.

Every employee is personally responsible for ensuring that acceptance of any business courtesies, gifts or entertainment is proper and could not reasonably be construed as an attempt by the offering party to secure favorable treatment.

Conflict of Interest

The term *conflict of interest* describes any circumstance that could cast doubt on an employee's ability to act with total objectivity with regard to Oracle's interests. Oracle wants its employees' loyalty to come easily, free from any conflicting interests.

All employees have a duty to avoid financial, business, or other relationships that might be opposed to the interests of Oracle or might cause a conflict with the performance of their duties. Employees should conduct themselves in a manner that avoids even the appearance of conflict between their personal interests and those of Oracle.

Conflict of interest situations may arise in many ways. Examples of improper actions by Oracle employees when acting in conflict with Oracle include, but are not limited to, the following:

Employment by a competitor, regardless of the nature of the employment, while employed by Oracle.

Placement of business with any company in which an employee, or any member of the employee's family, has a substantial ownership interest or management responsibility.

Ownership of, or substantial interest in, a company which is a competitor with or a supplier of Oracle by an employee, or any member of the employee's family.

Acting independently as a consultant to an Oracle competitor, customer or supplier.

Engaging in any activity or employment that interferes with or detracts from an employee's work at Oracle, or requires an employee to disclose Oracle proprietary information.

Service on a board of directors or as a technical advisor to an actual or potential competitor, customer or supplier of Oracle.

Sometimes, a conflict of interest will develop accidentally or unexpectedly, and the appearance of a conflict of interest can also easily arise. If you feel that you have a conflict, actual or potential, report all pertinent details in writing to your manager. The presence of a conflict does not necessarily mean that the proposed activity will be prohibited. Your responsibility is to fully disclose all aspects of the conflict to your manager and remove yourself entirely from the decision making process.

With respect specifically to any request to serve as a director or technical advisor to another company, again you must be very sensitive to an actual or potential conflict of interest. Generally, no conflict is presented if your service as a director or advisor would (1) require at most a very minimal commitment of time during your normal Oracle work hours and would not otherwise detract from your job responsibilities at Oracle, (2) not cause you to disclose Oracle proprietary information, and (3) not be for an actual or potential Oracle competitor, customer, supplier, or other business partner. Regardless of whether you perceive a conflict, before serving as a director or technical advisor to any company or engaging in any activity that may involve a conflict, you must first fully disclose the opportunity to your manager and obtain his or her written approval, as well as the written approvals of the Executive Vice President and Business Conduct Officer for your organization.

Additionally, if you observe any situation involving another employee that you believe in good faith to be a conflict of interest, you must report the situation to your manager. Your manager will be responsible for referring the matter to a Business Conduct Officer, as

appropriate, for resolution. You may also report conflicts of interest directly to the Business Conduct Officer for your organization, if appropriate. Reports from employees will be handled as confidentially as possible.

Protecting Confidential Information

No employee may at any time, directly or indirectly, profit from confidential information obtained by the employee during the course of performing his or her duties on behalf of Oracle. As a general rule, *all* information related to Oracle's business should be considered confidential. For example, confidential information includes, but is not limited to, software and other inventions or developments (regardless of the stage of development) developed or licensed by or for Oracle, marketing and sales plans, competitive analyses, product development plans, pricing, potential contracts or acquisitions, business and financial plans or forecasts, and prospect, customer and employee information. It also includes any information received in confidence from an actual or prospective Oracle customer, supplier, or other business partner.

Protection of Oracle source code is particularly essential to our business. Shipment of source code to customers is handled by HQAPP and must first be approved by the Executive Vice President of the applicable product group. Any other disclosure of source code must first be approved by the Executive Vice President of the applicable product group and, if the source code is significant, by the CEO. Prior to disclosing any source materials, contact the Oracle Legal Department for the appropriate agreements.

Each employee must safeguard Oracle confidential information by not transferring, publishing, using or disclosing it other than as necessary in the ordinary course of business or as directed or authorized by Oracle. All employees must also observe applicable data privacy standards. Materials that contain confidential information should be stored securely and should be shared only internally with those employees with a need to know or externally under an authorized nondisclosure agreement. Dispose of confidential materials in shredding bins designated for confidential information, and not in non-secure recycling bins or trashcans.

Employees must also be sensitive to avoid the inadvertent disclosure of confidential information. Refrain from discussing Oracle confidential information in public areas, such as in airplanes and restaurants and at public pay phones, and in non-private Oracle areas, such as cafeterias, the fitness center, and elevators. Employees must be particularly careful not to transfer outside the company confidential electronic mail notes or those intended for internal use only.

An employee's obligation to protect company confidential information continues even after the end of his or her employment with Oracle. Moreover, just as Oracle expects its employees to abide by their obligations not to disclose Oracle confidential information after they leave Oracle, we expect employees to abide by their obligations to protect the confidential information of their former employers. No confidential information obtained during an employee's work at a former employer should be brought on Oracle premises or used in *any* form in the employee's work at Oracle.

In addition to honoring their obligation to retain the confidentiality of Oracle information, employees are expected to abide by all Oracle, local system and physical office security policies. Employees must not access or attempt to access systems or physical areas without appropriate authorization. Similarly, employees may not allow third parties to access Oracle systems or physical areas without obtaining the appropriate authorization. If you learn that someone has accessed Oracle systems or facilities without authorization, report the unauthorized access to your manager and to your local Security officer at once.

Gathering Information about our Competitors

Oracle employees may appropriately make observations about competitors' products and activities if such observations are based on publicly available information, such as public presentations, public marketing documents, journal and magazine articles, advertisements and other published information. Oracle employees should not seek information about competitors if such information is proprietary nor should they seek to gain such information illegally or in a way that involves a breach of integrity or breach of any confidentiality or employment agreement. Oracle employees must never misrepresent their identities when attempting to collect competitive information. Oracle employees who inadvertently obtain a third party's confidential or proprietary information without authorization should immediately contact the Oracle Legal Department.

Use of Oracle Resources

Oracle property may not be sold, loaned, given away, or disposed of, without proper authorization. All Oracle assets must be used for proper purposes during employment with Oracle. Improper use includes unauthorized personal appropriation or use of Oracle assets, data or resources, including computer equipment, software, and data. Upon leaving employment with Oracle, all Oracle property must be returned to Oracle. This includes all keys, security badges, computer equipment, software, handbooks, internal documents and anything else belonging to Oracle.

Oracle provides information systems, including, among other things, voicemail, email, computers, databases, internal networks, on-line services, and Internet access, for your use in your work at Oracle. Oracle reserves the right to monitor, search, access and review all information in its systems, including information that you may consider personal. Oracle allows incidental personal use of Oracle's information systems, such as sending and receiving personal email, provided that the use is truly incidental, that it does not interfere with your work at Oracle, and that it complies with all Oracle policies. You may find Oracle's policies and guidelines regarding use of Oracle's computing facilities, including use of email, voicemail, and the Internet, on the Oracle Legal Department website at <http://legal.us.oracle.com> and on the Oracle Global IT website at <http://itweb.oraclecorp.com>.

ORACLE'S RELATIONSHIPS

Oracle and its Employees

Diversity Oracle affirms the principle of equal employment opportunity without regard to race, religion, national origin, gender, age, physical disability, pregnancy, marital status, or sexual orientation, and we practice and promote such policies in all locations as appropriate under the law. We affirm this principle of freedom from discrimination in *all* aspects of the employment relationship, from recruitment and hiring, through performance evaluations, compensation and promotions, to the end of your employment relationship with Oracle.

Oracle's policy is to take personnel actions strictly on the basis of individual ability, performance, experience, and company need, avoiding actions influenced by personal relationships and discriminatory practices of any kind. Our goal is to compensate personnel — with wages, salaries and other benefits — in relation to their responsibilities, performance, and service. We endeavor to structure the content of jobs so that work provides personal satisfaction and challenge.

Harassment Oracle's policy is to provide a work environment free from harassment. Although "harassment" most frequently refers to sexual harassment, workplace harassment may also include harassment based upon a person's race, religion, national origin, gender, sexual orientation, age, physical disability or any other inappropriate or illegal basis. Oracle prohibits harassment in any form, whether physical, verbal, or non-verbal.

You are encouraged to report instances of harassment to your manager or, as appropriate, to your Human Resources Representative. Your report will be kept confidential to the greatest extent possible, and no complainant or witness will suffer retaliation because of a report made in good faith.

Employee Conduct Oracle expects that its employees will conduct themselves with the highest level of professionalism and decorum whenever acting in their roles as employees and representatives of Oracle. This includes conduct at Oracle-sponsored business and social events and any other events attended as a representative of Oracle. Disrespectful or disruptive behavior or any other behavior that reflects poorly on Oracle will not be tolerated.

Health and Safety Oracle is committed to protecting the health and safety of its employees, visitors, and the public. Oracle's policy is to maintain its facilities and run its business operations in a manner that does not jeopardize the occupational health and safety of its employees. Compliance with health and safety laws and Oracle policy is expected of all employees. Oracle is also committed to adhering to wage, hour and minimum age guidelines provided by applicable laws.

Employee Communications Oracle encourages expression by employees about their work, including ideas for improving the workplace and any concerns employees may have about the workplace or specific job-related problems. Oracle will not retaliate against any employee who raises an issue, complaint, or concern in good faith. Our goal is to deal fairly and equitably with each employee.

Taxation Oracle expects that employees will pay all applicable income taxes on all income from Oracle, including taxes on income from the exercise of stock options.

Oracle and its Customers

Oracle prospers to the degree — and only to the degree — that we serve our customers well. Our appeal in the marketplace must be based on the quality of our products and services, the perception that our products and services are priced fairly to provide value to our customers, and the competence and honesty of our product and sales presentations.

Oracle and its Suppliers

We maintain open and frank business dealings with our suppliers and strive to develop mutually advantageous relationships. Our selection of suppliers will be based upon the quality, price, services offered, and integrity of their reputation. Oracle expects its suppliers to adhere to high ethical standards and to avoid engaging in any activity that involves even the appearance of impropriety. Oracle also expects its suppliers to comply with all applicable laws and regulations and to ensure that all goods and services provided by them conform to all applicable legal standards.

Oracle and its Host Communities

We have responsibilities to the many communities in which we do business. Those responsibilities involve learning the different laws and customs and abiding by them; recognizing that we are part of the fabric of each host community and conducting ourselves as responsible citizens; and remembering that we will be welcome only as long as we make a responsible contribution to the society in which we live and work.

Oracle's policy is to maintain its facilities and run its business operations in a manner that minimizes any adverse impact on the environment. Oracle expects its employees to comply with all applicable environmental laws and regulations. Immediately report any instances of noncompliance with environmental laws and regulations to your manager or to your Business Conduct Officer.

THE FOLLOW-THROUGH

To ensure continuing attention to matters of ethics and business conduct on the part of all Oracle employees, Oracle has appointed as Business Conduct Officers the chief Legal officers for each of Oracle's Divisions (Americas, EMEA and Asia/Pacific). If you are uncertain as to the designated Business Conduct Officer for your Division, contact your local Human Resources or Legal representative. The designated Business Conduct Officers are also listed on the Oracle Legal Department website at <http://legal.us.oracle.com>. Each

Business Conduct Officer is charged with responsibility for resolving business conduct and ethical concerns that arise in connection with Oracle's business.

Employees are required to report any conduct that they believe in good faith to be an actual or apparent violation of the Code. Oracle strongly encourages employees to work with their managers in making such reports and, in addition, provides to employees the right to report such violations directly to a Business Conduct Officer, as appropriate. Prompt reporting of violations is in the best interest of everyone. Reports by employees will be handled as confidentially as possible. No employee will suffer retaliation by Oracle because of a report made in good faith.

All managers are to maintain an "open door" policy with regard to employee questions including those of business conduct and ethics. They are to make themselves available to employees who have such questions. Employees are reminded to raise a question of moral standard or ethical behavior before it happens, rather than afterwards. Never hesitate to talk to your managers, no matter how small or insignificant an issue may seem.

Managers with Human Resources will investigate any suspicion that unethical or illegal activities are taking place, or will call upon the appropriate Business Conduct Officer for assistance. A final determination will be reached, and appropriate corrective action taken, whenever cases of possible misconduct are reported.

Every employee's cooperation is required in assuring that violations of this Code are called to the attention of those who should be informed. It must be clearly understood that adherence to these policies carries the highest priority worldwide.

Compliance and Discipline

The strength of Oracle is its people. Oracle is fortunate to have a talented and energetic group of employees throughout the world. We trust that each of you will recognize that we must adhere to the standards of this Code if we are to be the leader in our field.

Though we are confident that we can count on every member of the Oracle team to do his or her part, we would be remiss if we did not state categorically that deviations from our business conduct standards will not be tolerated. Disciplinary action will be taken against any individual violating these standards. Specifically, disciplinary action will be taken against any employee who is found to have authorized, condoned, participated in or concealed actions that are in violation of these standards; against any manager who disregards or approves a violation, or who, through lack of diligence in supervision, fails to prevent or report violations; and against managers who retaliate, directly or indirectly, or encourage others to retaliate, against an employee who reports a potential violation of these standards. Because these standards are very important to our corporate values, the only appropriate response to a deviation from them may be termination of employment.

The Oracle Code of Ethics and Business Conduct places Oracle in the forefront, with those corporations throughout the world that emphasize the importance of quality business conduct and solid business ethics. Our standards can *only* be met with the cooperation of Oracle's employees, long recognized as Oracle's most valuable asset. Through your efforts, Oracle and The Oracle Code of Ethics and Business Conduct set the standard for others to follow.

QUESTIONS AND ANSWERS

Applicability

- Q: Does The Oracle Code of Ethics and Business Conduct apply to temporary employees and independent contractors?
- A: Yes. Independent contractors and temporary employees hired by Oracle are required to adhere to the same standards as regular Oracle employees.

Business Practices

- Q: At a trade association meeting, you overhear an informal group of Oracle competitors discussing future product pricing. May you join the conversation to gain some excellent competitive intelligence?
- A: No. You must avoid all discussions and the exchange of information with competitors involving topics such as pricing, supplier or customer relationships, or market allocation. Disassociate yourself from any such discussions immediately and report the incident to the Oracle Legal Department.
- Q: Oracle is considering pursuing a business opportunity in a foreign country. I have been told that in this country it is necessary to pay, or in some way "take care of," an official for the purpose of obtaining business. Is this all right, especially since I understand the country in which we will make the sale has no laws precluding such activity?
- A: No. Giving money or things of value to a foreign official for the purpose of influencing a foreign government, directly or indirectly, is prohibited. Although it may be a local practice or custom, it is a violation of the U.S. Foreign Corrupt Practices Act to engage in any form of bribery. This law applies to Oracle and its subsidiaries worldwide. The Foreign Corrupt Practices Act provides an exception for a narrowly defined category of "facilitating" payments to expedite or secure performance of routine government action. You must obtain the written approval of Oracle's General Counsel at U.S. Corporate Headquarters before making any such payments.
- Q: I understand that there are restrictions on the export of certain strategic goods and technical data unless an appropriate export license is obtained. Are there any such restrictions on disclosing technical information to foreign nationals visiting Oracle?
- A: Any oral or written disclosure of technical data to a foreign visitor must comply with the same export control restrictions that apply to the physical export of such data.
- Q: Oracle received an order from a country that has imposed an economic boycott on another country. The potential customer's purchase order contained a statement to the effect that the supplier agrees not to procure materials from any blacklisted firm. May the division accept the order?
- A: No. Accepting this order would subject Oracle to criminal and tax sanctions. It is Oracle's policy to comply with anti-boycott provisions of U.S. law. The division should immediately seek legal and tax advice on how to proceed.
- Q: Is it true that software must physically leave a country's border for an export to have taken place?
- A: No. An export can take place at any location when technical data or software is made available to anyone who is a foreign national. Proper export authorization must be obtained before any Oracle employee exports technical data or software.

Securities and Insider Trading

- Q: Through my job at Oracle, I have become aware of non-public financial information received from one of Oracle's customers that indicates the customer is in better financial condition than most people realize. I wish to purchase the customer's stock. May I do so in compliance with Oracle policy?
- A: No. Information of this sort may have been provided to Oracle in trust by the customer to help Oracle determine how to best meet the customer's needs. Using this information for personal purposes or disclosing it to others is a violation of that trust, a violation of Oracle policy and, depending on the circumstances under which the information was provided to you, may be a violation of applicable insider trading and securities laws. Accordingly, you should not purchase this stock until after the financial information has been made known to the public and disseminated broadly in the financial markets.
- Q: I have become aware that a large contract has been entered into with a customer, but has not yet been announced. May I purchase Oracle stock based on that information?
- A: No. This is a violation of Oracle policy and, assuming the contract will have a material impact on Oracle stock, a violation of applicable insider trading and securities laws. You may purchase Oracle stock only after such an announcement is made public. Consult Oracle's Insider Trading Policy at <http://legal.us.oracle.com> for more detailed guidelines.
- Q: Through my job at Oracle, I have learned that Oracle is acquiring a small publicly traded company. May I buy stock in that company?
- A: No. This would violate Oracle's Insider Trading Policy and applicable securities laws.
- Q: I understand why I shouldn't reveal inside information to an outsider, but does this include talking to members of my family?
- A: Yes. You should be careful about inadvertently or casually revealing material inside information about Oracle to your family. If members of your family trade in securities on the basis of material inside information that you have revealed to them about Oracle, you may be exposing them and yourself to criminal and civil liability, even if you do not personally take advantage of this information.

General Contracting Issues

- Q: Your customer asks you to write a letter confirming that it is entitled to use its software in a way that is not expressly allowed by the Oracle license agreement. You note that the Oracle license agreement does not expressly prohibit the use intended by the customer, and you are certain that Oracle would not object. May you write the letter?
- A: No. Oracle may be willing to modify the contract to allow the use desired by your customer, but such a change to the contract requires the necessary business review and approval. Treat the request as one for a formal contract amendment and process the request in compliance with Oracle's Business Practice guidelines.
- Q: Your customer is ready to sign the contract, but it needs board approval. The customer assures you that its board will approve the transaction when it meets in ten days and asks you to allow it 15 days within which to return the software in the unlikely event that the board does not approve. May you send a letter confirming that the customer has 15 days to return the software?
- A: No. This would constitute an unauthorized "side letter" modifying the terms of the contract. Execution of unapproved side letters is grounds for disciplinary action, including termination.

Dealing with Government

- Q: Are the regulations the same for all government agencies?
- A: No. Regulations vary depending on the government agency. Because these regulations vary so greatly, seek advice from the Oracle Legal Department if you are uncertain about the applicable regulations.
- Q: Is it permissible for an Oracle employee or independent contractor to obtain information on the prices a competitor plans to bid or has bid on a government procurement?
- A: No. It is not permissible for Oracle, through a competitor's employee or by any other means, to obtain any information that another party considers proprietary or confidential regarding competitive procurement, including information about pricing. Information about a competitor's prices obtained from publicly available sources may be considered by Oracle.

- Q: An employee of a government customer has asked me to help him develop a specification to be included in a Request for Proposal. May I help him do this?
- A: You may provide factual information concerning Oracle's products and services and offer potential solutions to the customer's business needs as long as they are identified as originating from Oracle. However, you may never prepare all or any part of a Request for Proposal unless authorized by the customer in writing and unless the authorization is approved by the Oracle Legal Department.
- Q: On one of our government contracts, we are required to perform a test that seems to duplicate part of a test required to be performed during a later stage of production. It is clearly a waste of time and money. Must we continue performing the extra test?
- A: Since the contract requires that we perform both tests, no change in testing requirements or quality controls should be made without first informing and obtaining the approval of the appropriate level of management, as well as the approval of a contracting officer. To knowingly deliver a product to the government that does not meet the contract specifications, without specific prior approval from the customer for any change in specification, could be considered fraud and a violation of law.
- Q: A high-level group of government officials is making a goodwill tour of Oracle facilities. I wish to give them a memento of the visit with an Oracle logo. Is this against Oracle policy?
- A: Oracle policy prohibits giving anything of value to government employees unless permitted by applicable law. Consult with the Oracle Legal Department to determine the proper conduct.
- Q: You are considering hiring a former government engineer to work at Oracle. She is very qualified for the position. May you hire this engineer?
- A: It depends. United States law imposes several restrictions on Oracle's ability to hire U.S. government employees. State and local laws may impose similar restrictions. *Before* speaking with any government employee about employment opportunities at Oracle, consult with the Oracle Legal Department to understand how to avoid the legal pitfalls in this area.

Financial Integrity

- Q: Your customer signed and returned the order form but inadvertently forgot to sign one of the attachments to the order. Now he has left town for vacation. May you sign on behalf of the customer and process the order?
- A: Absolutely not. Altering documents or signing them without proper authority is against Oracle policy. Return the order form and attachment to the customer for signature.
- Q: You receive a call from an investment analyst who has heard that Oracle is having a bad quarter. Having just sat through a forecasting call, you know that the opposite is true - Oracle is about to have an amazing quarter. May you set this investment analyst straight? After all, isn't it a good idea to correct such misinformation?
- A: You should not speak with this analyst. Only spokespersons authorized by Oracle Investor Relations, at the direction of Executive Management, are allowed to speak with the financial community about Oracle or its financial prospects. Oracle is committed to providing complete, timely and accurate public information about its financial prospects, and it does so openly, rather than selectively. Refer any such inquiries to Oracle Investor Relations.
- Q: You receive a call from a reporter who wants more information about a recent Oracle product announcement. You are very familiar with the product. May you speak with this reporter?
- A: No, at least not without first obtaining permission from Oracle Public Relations. *All* communications with the press must be approved in advance by Oracle Public Relations. Although Oracle Public Relations may conclude that you are the best spokesperson for the company on this issue, they - not you - must make that decision.

Gifts and Entertainment with Commercial Customers or Vendors

- Q: A commercial customer with whom I do business occasionally visits our facility. May I buy lunch?

A: As long as this does not violate any of the customer's regulations or any contractual obligations between the customer and Oracle, and the expenditures are reasonable considering the business relationship involved, this would be permissible. Remember, the rule is not the same for government customers. Various rules and regulations prescribe the guidelines for giving anything of value to government agencies. You must become familiar with these rules and regulations and comply with them if you are doing business with a government entity.

Q: May I go out to a business meal with a representative of a supplier or vendor?

A: In most circumstances, modest and infrequent business meals may be accepted by Oracle employees. On other occasions, it may be more appropriate for Oracle or the employee to pay for the meal. However, whenever a vendor pays for a meal, always consider the specific circumstances and whether your impartiality could be compromised or appear to others to be compromised.

Q: May I accept travel expenses to speak to a user group or at a professional meeting?

A: Oracle policy requires that all suppliers be treated fairly and impartially. Therefore, you should accept nothing from a supplier that could give even the appearance of favoritism. You can more readily accept reimbursement for expenses from associations and professional groups because such organizations are generally not comprised of vendors who might be using a speaking invitation as a device to secure favorable treatment.

Q: I'm a Senior Practice Director with Oracle Consulting, and a consulting client has asked if it can pay cash bonuses directly to our consulting team. Is this allowed?

A: No. Generally bonuses to Oracle consultants from a client are not allowed under Oracle policy. Any such incentive payments must be approved by the Executive Vice President of the relevant organization and the Senior Vice President of Human Resources.

Q: I am responsible for organizing various meetings, including the selection and bookings of hotel reservations for extensive Oracle marketing meetings. Is it all right for me on occasion to ask the hotel manager for a complimentary room for my personal use, since we are giving so much Oracle business to the hotel?

A: No. Your request would violate Oracle policy. Your solicitation of a complimentary room would be using your position to obtain preferential treatment and could also affect your impartiality in arranging hotel accommodations for future meetings.

Q: If a representative of a supplier, vendor, or customer presents me with a pen and pencil set with the supplier's logo as a token of appreciation, may I accept it?

A: As long as the item is not of a material value and is widely available to others under similar circumstances, you may keep it for your personal use. If the item does not meet these criteria, politely return it to the donor.

Q: It is the holiday season and I have just received from a customer or vendor, at home, a gift certificate worth the equivalent of US \$500 for a local department store. May I keep the gift certificate?

A: No. You may receive only gifts that are not of a material value. \$500 is material and could be perceived as inducing favoritism. You should return the gift certificate immediately, with a note explaining that Oracle policy does not allow you to accept such a gift.

Q: I have been offered a discount on a product sold by a supplier to Oracle. May I take advantage of the discount?

A: You may accept the discount only if it is provided under a program generally available to Oracle employees. Accepting discounts not generally available to Oracle employees may create the appearance that favoritism has been extended to the donor, or that it will be in the future.

Conflict of Interest

Q: I want to start a consulting business that will primarily target small businesses. Is this a conflict of interest under Oracle policy?

A: This activity will be a conflict of interest if your new business keeps you from doing your Oracle work, if the service you offer is similar to a service Oracle provides, if the customers of your new business are also actual or potential Oracle customers, suppliers, or

competitors, or if Oracle proprietary information could be used. You should review the matter with your manager and a Business Conduct Officer.

Q: I have been approached by friends to invest in a company that will be producing a product that could eventually be sold to Oracle. If this is purely an investment interest and I will not take part in the management of the company or provide any advice, will this be a conflict of interest?

A: Whether or not this activity could constitute a conflict of interest depends upon what position you hold with Oracle, the influence others may believe you have in the selection of Oracle suppliers, the amount of your investment, and the importance of Oracle as a prospective customer. This activity should be reviewed by your manager and a Business Conduct Officer.

Q: A current Oracle customer has asked me to be a consultant to them in developing a product that would be of no interest to Oracle. I often deal with this customer on the job. Could this be a conflict of interest?

A: This could create a conflict of interest because other vendors, suppliers, or customers of Oracle might suspect you of favoritism to this particular company even though none may be present. The objectivity of your business decisions could be questioned. In addition, this would create a conflict of interest if you are performing services for the customer personally that Oracle might otherwise have been retained to perform.

Q: Can an Oracle employee teach a course at a local university for pay?

A: Yes. It is permissible for an Oracle employee to teach at a nonprofit educational institution with the written approval of his or her manager in consultation with a Business Conduct Officer.

Q: I have been asked to take a seat on the board of directors of a start up company. May I do so?

A: If you wish to serve on a board of directors, you must receive the written approval of the Executive Vice President and Business Conduct Officer for your organization. The company for which you serve should not be in a competitive position with Oracle and the time required to serve on the board should not be substantial. You may receive compensation when serving in an approved position.

Q: May a software developer, on his or her own time and without using any Oracle equipment, utilize engineering knowledge and skills to design, develop, and market for profit a product or service that does not compete with Oracle products or services?

A: Yes, as long as the product or service does not relate in any way to Oracle business.

Q: I am a software developer and am considered expert in my field. The university at which I teach a course after hours, with Oracle's concurrence, has asked me to write a book about my field of expertise. I would be entitled to compensation for the book. Can I do this?

A: You may do this only if the text does not relate in any way to Oracle's business and if writing the book will not interfere with your work at Oracle. If the text does relate to Oracle's business, you must obtain the written approval of the Oracle Legal Department and any other approvals that the Oracle Legal Department indicates are required before undertaking the project. Consult the Oracle Legal Department website at <http://legal.us.oracle.com> for more detailed guidelines on this subject.

Q: An Oracle employee whose husband owns a graphic design firm needs to retain a graphic artist to assist in the creation of Oracle marketing collateral. May she select her husband's firm if the cost is comparable to alternative graphic design firms?

A: This situation presents a direct conflict of interest and the employee should not proceed without following conflict of interest guidelines. The employee must fully disclose the situation to her manager and remove herself entirely from the selection and decision making process. Because the conflict in this situation is so central to the work that this employee's husband would be performing for Oracle and to his ongoing relationship with Oracle, it is unlikely that Oracle would agree to waive the conflict.

Protecting Confidential Information

Q: I am working with a third party consultant on an Oracle project, and he needs access to the Oracle network in order to complete his work. May I share my userid and password with him?

A: No. Oracle employees may not allow third parties to access Oracle computer systems without the appropriate authorization. Moreover, you should safeguard your passwords to Oracle systems, change them regularly, and not disclose them to any other person. Follow Oracle's Third Party Access Policy at <http://legal.us.oracle.com> to obtain the necessary authorization for this consultant, and be sure that you have completed all necessary paperwork and obtained all necessary approvals for retention of an outside consultant.

Q: I often work from home or at a customer site, and I need access to my Oracle email. May I auto-forward my Oracle email to my personal email account with a third party ISP so that I may access my email at home?

A: No. You may not forward your Oracle email to a personal email account outside the Oracle domain. Auto-forwarding your email would allow Oracle confidential information to pass outside the Oracle network and be accessible by third parties. Oracle provides the computer systems necessary to allow remote access to email for those employees with a business need for such access.

Q: Can proprietary data provided by a supplier for a specific program within Oracle be shared with other Oracle organizations outside that program, or released outside Oracle?

A: The answer depends on whether the supplier has authorized the release of that proprietary information outside the specific program. Oracle must comply with the restrictions that the supplier has placed on the use of its proprietary information. Contact the Oracle Legal Department if you are uncertain.

Gathering Information about our Competitors

Q: I have just received in the mail a copy of sensitive competitive information from an unknown source. What do I do with it?

A: Immediately contact your manager and a Business Conduct Officer or the Oracle Legal Department and turn the information over to them. Proper intelligence gathering is a legitimate marketing strategy, but use of apparently proprietary information received from unknown sources is never an approved activity.

Q: A competitor is holding a conference for its customers to announce future product plans. May I register for the conference under a false name in order to gain entrance to the conference? After all, they are expecting many people to attend; no one will notice me.

A: Oracle employees may not misrepresent their identities when attempting to gather competitive information. Oracle may face liability for theft of trade secrets or corporate espionage for such underhanded tactics, and may find itself enjoined from pursuing its own business plans to the extent those plans may have been tainted by unauthorized access to a competitor's trade secrets. Legitimate fact gathering through public sources is permissible. Lying to gain access to proprietary competitive information is never acceptable.

Use of Oracle Resources

Q: Oracle has purchased numerous software programs to assist employees in performing their work. I have been asked to copy some of these computer programs for use by other Oracle employees because the software program is needed immediately and they cannot wait for their copy to be purchased. May I do this?

A: If the programs are copyrighted or otherwise protected, and Oracle has not negotiated a company-wide license, the copying of such programs would not only be in violation of Oracle policy but could subject Oracle to a civil lawsuit. You should never make copies of software unless you are certain that you have a legal right to do so.

Q: I am active in community affairs and volunteer my time and effort to such activities. May I use Oracle's reproduction equipment to make copies of information pertaining to these activities?

A: While it is Oracle's policy to encourage its employees to participate actively in community affairs, it would be a violation of Oracle policy to use company equipment for personal purposes, unless such use is inconsequential or has been approved by your manager.

Compliance and Discipline

Q: My manager asked me to do something that I think violates this Code. What should I do?

A: First, make sure that your manager knows you are concerned and that there is not a misunderstanding. If that doesn't resolve the problem, you should seek advice from your next-level manager or a Business Conduct Officer. The wrong answer is to do nothing or to acquiesce in your manager's request. Disciplinary action will be taken against any employee who is found to have participated, condoned or concealed a violation of the Code, even if he or she did not directly initiate it.

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