



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

CITY OF ROSEVILLE EMPLOYEES')
RETIREMENT SYSTEM and)
SOUTHEASTERN PENNSYLVANIA)
TRANSPORTATION AUTHORITY,)
derivatively on behalf of Oracle)
Corporation,)

Plaintiffs,)

v.)

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

C.A. No. 6900-VCP

Defendants,)

-and-)

ORACLE CORPORATION,)
Nominal Defendant.)

SCHEDULING ORDER

The parties to the above-captioned shareholder derivative action (the “Action”) having applied, pursuant to Rule 23.1 of the Rules of the Court of Chancery of the State of Delaware, for an Order to approve the proposed settlement (the “Settlement”) of the Action as between the plaintiffs, the defendants, and nominal defendant Oracle Corporation (the “Parties”) in

accordance with the Stipulation and Agreement of Compromise, Settlement and Release entered into by the Parties, dated as of June 13, 2014 (the “Stipulation”), and for the dismissal of the Action with prejudice upon the terms and conditions set forth in the Stipulation; the Court having read and considered the Stipulation and accompanying documents; the Stipulation being sufficient to warrant notice to Oracle stockholders; and all Parties having consented to the entry of this Order,

NOW, THEREFORE, this 16th day of June, 2014, upon application of the Parties, **IT IS HEREBY ORDERED** that:

1. Except for terms defined herein, the Court adopts and incorporates the definitions in the Stipulation for purposes of this Order.

2. A hearing (the “Settlement Hearing”) shall be held before The Honorable Donald F. Parsons, Jr., Vice Chancellor, on August 12, 2014 at 10:00 a.m., Eastern Time, at the New Castle County Courthouse, 500 North King Street, Wilmington, Delaware 19801 to:

- a. determine whether Plaintiffs and Plaintiffs’ Counsel have adequately represented the interests of Oracle and its stockholders;
- b. determine whether the Settlement should be approved by the Court as fair, reasonable, adequate, and in the best interests of Oracle and its stockholders;
- c. determine whether final judgment should be entered dismissing the Action with prejudice, and releasing, barring, and enjoining prosecution of any and all Released Claims (the “Final Order and Judgment”);

- d. consider an application by Plaintiffs' Counsel for an award of attorneys' fees and expenses;
- e. hear and determine any objections to the Settlement and the application by Plaintiffs' Counsel for an award of attorneys' fees and expenses; and
- f. rule on such other matters as the Court may deem appropriate.

3. The Court reserves the right to adjourn and reconvene the Settlement Hearing, including consideration of the application for attorneys' fees and expenses, without further notice other than by announcement at the Settlement Hearing or any adjournment thereof.

4. The Court reserves the right to approve the Settlement at or after the Settlement Hearing with such modifications as may be consented to by the Parties to the Stipulation and without further notice to Oracle stockholders.

5. Within five (5) business days following the entry of this Order, the Parties shall cause notice of the Settlement to be provided to Oracle stockholders in the following manner: (i) Oracle shall cause the Summary Notice, substantially in the form of Exhibit C to the Stipulation, to be published as a quarter-page advertisement in the national edition of *Investor's Business Daily*; (ii) Oracle shall cause the Stipulation and the Notice, substantially in the form of Exhibit B to the Stipulation, to be posted on the investor relations section of Oracle's website; and (iii) Plaintiffs' Counsel shall cause the Stipulation and the Notice, substantially in

the form of Exhibit B to the Stipulation, to be posted on Plaintiffs' Counsel's respective websites.

6. The form and manner of notice specified herein are the best form and manner of notice practicable and shall constitute due and sufficient notice of the Settlement and the Settlement Hearing to all persons entitled to receive such notice, and fully satisfy the requirements of due process, Court of Chancery Rule 23.1, and applicable law. Oracle and Plaintiffs' Counsel shall, prior to the date of the Settlement Hearing, file proof of the publication of the Notice and the Summary Notice as directed herein.

7. Any Oracle stockholder or other interested party who objects to the Stipulation, the Settlement, the Final Order and Judgment (attached to the Stipulation as Exhibit D) to be entered herein, and/or any application for attorneys' fees and expenses by Plaintiffs' Counsel, or who otherwise wishes to be heard, may appear in person or through his, her, or its attorney at the Settlement Hearing and present any evidence or argument that may be proper and relevant; *provided, however,* that, except for good cause shown, no person other than Plaintiffs' Counsel and counsel for Defendants and Oracle shall be heard and no papers, briefs, pleadings or other documents submitted by any Oracle stockholder or other interested party shall be considered by the Court unless, not later than twenty-one (21) calendar days prior to the Settlement Hearing, such person files with the

Register in Chancery, The Court of Chancery, 500 North King Street, Wilmington, Delaware 19801, and, on or before the date of such filing, serves by hand delivery or overnight mail on the counsel of record listed below, the following: (i) a written notice of intention to appear; (ii) proof of ownership of Oracle stock or other grounds establishing standing to object to the Settlement; (iii) a detailed statement of the Oracle stockholder's or other interested party's objections to any matter before the Court; and (iv) the grounds therefor or the reasons why the Oracle stockholder or other interested party desires to appear and to be heard, as well as all documents and writing which the Oracle stockholder or other interested party desires the Court to consider. Such filings shall be served upon the following counsel:

Counsel for Defendants:

Kenneth J. Nachbar
MORRIS, NICHOLS, ARSHT &
TUNNELL LLP
1201 N. Market Street
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Counsel for Oracle:

Thomas A. Beck
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One Rodney Square
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Counsel for Plaintiffs:

John C. Kairis
GRANT & EISENHOFER, P.A.
123 Justison Street
Wilmington, DE 19801
(302) 622-7000

-and-

Pamela S. Tikellis
CHIMICLES & TIKELLIS LLP
P.O. Box 1035
222 Delaware Avenue, Suite 1100
Wilmington, DE 19899
(302) 656-2500

8. Any Oracle stockholder or other interested party who fails to object in the manner described above shall be deemed to have waived his, her, or its objection and shall be forever barred from raising any objection in the Action or any other action or proceeding.

9. Counsel for the Parties are directed to promptly furnish each other with copies of any and all objections or other correspondence related to the Stipulation and/or the Settlement Hearing that might come into their possession.

10. All briefs in support of the approval of the Settlement and Plaintiffs' Counsel's application for attorneys' fees and expenses shall be filed with the Court no later than thirty (30) calendar days before the Settlement Hearing; reply papers, if any, shall be filed no later than five (5) calendar days before the Settlement Hearing.

11. All proceedings and pending deadlines in the Action are hereby stayed and suspended until further order of this Court, other than such proceedings as may be necessary to effectuate the terms and conditions of the Settlement. Pending final determination of whether the Settlement should be approved, Plaintiffs, Plaintiffs' Counsel, all Oracle stockholders, Defendants, and Oracle, or any of them as applicable, are enjoined from filing, commencing, or prosecuting any other lawsuit in any jurisdiction with respect to any of the Released Claims.

12. If the Settlement provided for in the Stipulation is approved by the Court at or following the Settlement Hearing, the Court shall, subject to the conditions set forth in the Stipulation, enter a Final Order and Judgment.

13. Each of the Parties is barred from objecting to the Stipulation or any attachment thereto at the Settlement Hearing or otherwise, or from filing an appeal from or otherwise seeking review of the Final Order and Judgment, if such Final Order and Judgment is substantially in the form attached to the Stipulation as Exhibit D, except as required by law.

14. If the Stipulation is terminated pursuant to its terms, the Parties shall be restored to their respective positions prior to the execution of the Stipulation, and shall promptly agree on a new scheduling order to govern further proceedings in the Action.

