

Whereas, we believe in full disclosure of our company's direct and indirect lobbying activities and expenditures to assess whether Oracle's lobbying is consistent with its expressed goals and in the best interests of stockholders.

Resolved, the stockholders of Oracle request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by Oracle used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Description of management's decision making process and the Board's oversight for making payments described in section 2 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which Oracle is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Finance and Audit Committee and posted on the company's website.

Supporting Statement

As stockholders, we encourage transparency and accountability in the use of corporate funds to influence legislation and regulation. Oracle spent over \$20 million for 2017 – 2018 on federal lobbying (opensecrets.org). This figure does not include expenditures to influence state legislation, where Oracle also lobbies but disclosure is uneven or absent. A study found Oracle spent \$3,613,531 lobbying in six states from 2012 – 2015 ("How Leading U.S. Corporations Govern and Spend on State Lobbying," *Sustainable Investments Institute*, February 2017), and Oracle reportedly lobbied in 35 different states from 2010 through 2014 ("Amid Federal Gridlock, Lobbying Rises in the States," *The Center for Public Integrity*, February 11, 2016). Oracle's federal lobbying has attracted media scrutiny ("Inside the Nasty

Battle to Stop Amazon from Winning the Pentagon's Cloud Contract," *Bloomberg*, December 20, 2018), as has its hiring of a former vice presidential aide for its lobbying team ("Report: Oracle Hires Former Pence Chief of Staff," *The Hill*, October 10, 2017).

Oracle is listed as a member of the Business Roundtable, which spent \$150 million on lobbying from 2010 – 2018 and is lobbying against the right of shareholders to file resolutions. It is also on the Advisory Board of Business Europe, which has a long history of opposing climate change action in the EU ("Trade group including Facebook, Google to 'oppose' EU climate efforts", *Unearthed*, September 19, 2018). Unlike many of its peers including Cisco, Intel and Microsoft, Oracle does not disclose its memberships in, or payments to, trade associations, or the amounts used for lobbying.

Transparent reporting would reveal whether company assets are deployed for objectives contrary to Oracle's long-term interests. We urge Oracle to expand its public disclosure of lobbying.