

On November 15, 2023, in connection with a periodic review of the bylaws of Oracle, including the effectiveness of SEC rules regarding universal proxy cards and certain changes to the Delaware General Corporation Law (the "DGCL"), the Board adopted amendments to Oracle's Amended and Restated Bylaws (as amended, the "Amended Bylaws"). Among other things, the amendments effected by the Amended Bylaws:

- Enhance procedural mechanics and disclosure requirements in connection with stockholder nominations of directors and submission of stockholder proposals made in connection with annual and special meetings of stockholders, including by requiring additional disclosures, representations and warranties from nominating or proposing stockholders and proposed nominees and their respective affiliates and associates about their Oracle stock ownership, agreements with respect to voting commitments and stock ownership, relationships among the nominating or proposing stockholders and proposed nominees, litigation with Oracle and intent to comply with applicable Oracle governance, ethics and similar codes and policies;
- Align provisions regarding nominations of directors and solicitations of proxies with Rule 14a-19 under the Securities Exchange Act of 1934, as amended, including:
 - Requiring the nominating stockholder or beneficial owner to represent that it intends to solicit proxies or votes from stockholders representing at least 67% of the voting power of the shares entitled to vote on the election of directors;
 - Requiring the nominating stockholder to provide Oracle, no later than five business days prior to the applicable stockholder meeting, with reasonable written evidence that it has solicited proxies or votes from stockholders representing at least 67% of the voting power of the shares entitled to vote on the election of directors;
 - Requiring that a stockholder soliciting proxies from other stockholders use a proxy card color other than white; and
 - Clarifying that a failure to provide information required by Rule 14a-19 or comply with the requirements of Rule 14a-19(a)(2) or Rule 14a-19(a)(3) will result in Oracle disregarding a stockholder's nomination or proposal of other business;
- Modify provisions relating to adjournment procedures and procedural requirements related to stockholder actions by written consent and eliminate the requirement that a list of stockholders be made available at stockholder meetings, in each case, to reflect amendments to the DGCL;
- Limit the number of nominees that a stockholder may nominate to the number of directors to be elected at such meeting;
- Clarify that a withdrawal of stockholders at a meeting will not invalidate a quorum, if a quorum is present when a meeting of stockholders is convened; and

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- Make various other updates, including administrative, ministerial, refining and conforming changes and adding gender neutral language.