
From: Safra Catz <safra.catz@oracle.com>
To: Katherine Waggoner <kate.waggoner@oracle.com>
CC: Philip Jenish <philip.jenish@oracle.com>; Joyce Westerdahl <joyce.westerdahl@oracle.com>
Sent: 4/23/2015 4:06:05 PM
Subject: Re: stock budget pool - your review & approval requested

Approved though I would like to have [REDACTED] buffer

On Apr 23, 2015, at 5:50 AM, Katherine Waggoner <kate.waggoner@oracle.com> wrote:

Safra,

I received the working file that Thomas' line HR leader Madie used to calculate their request for [REDACTED] options for their equity budget, and I re-worked the numbers and have come up with a more reasonable budget of [REDACTED] options. This is a [REDACTED] increase over last year on a [REDACTED] global headcount growth. A couple of points that were stressed in our conversation with Madie are that the hiring in Thomas' org this year has been [REDACTED] focused and [REDACTED]. They have hired some very [REDACTED] as evidenced by the [REDACTED] headcount that they have compared to last year's stock process [REDACTED] YoY growth). They also recently brought on [REDACTED] employees, and they anticipate having to give grants at higher than our "typical" level of distribution in order to incentivize those employees to stay with Oracle. In addition, it was pointed out that the equity program is really all they have to reward people, and they believe it is critical that we make up for the [REDACTED] corporate bonus pool funding with equity in Product Development.

I've attached an updated proforma file to this email. At this point, we sit at a total budget pool of [REDACTED] options, if we give [REDACTED] to Thomas. This is a [REDACTED] pool growth on a HC growth of [REDACTED]. We would add another [REDACTED] to the pool if we adjust upwards the [REDACTED] categories where the recommended pool calculation (R) does not cover the amount needed to give the same grants as last year to the people currently in those orgs. I have added a new column (S) next to the recommended pool column so that you can see how far off we are from the proforma number when we just use last year's grant averages to calculate a pool. This also doesn't include any adjustment we may need to make for Mark's directs. I think if we ask for a [REDACTED] cushion, that would be more than sufficient to cover any additional changes/requests for big grants that would be made.

In addition to the updated proforma file, I have attached a file that contains 2 tabs related to the 5 year history of the equity program for Thomas' org. You are correct that his pool has [REDACTED] each year, but that is due to the fact that they having been awarding grants a [REDACTED] particularly in the [REDACTED] as the market gets more & more competitive for them.

Please let me know if you would like any additional data or information to make your decision on whether you will approve our request to present this budget to the Comp Committee next week.

Thank you & safe travels!

Kate Waggoner | Director, Compensation
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Oracle HR

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Exhibit P-166