

**CHARTER
OF THE
EXECUTIVE COMMITTEE
OF
SIEBEL SYSTEMS, INC.**

The Executive Committee of the Board of Directors of Siebel Systems, Inc. (the “Committee”) shall consist of a minimum of three directors. The Chairman of the Board of Directors shall serve as a member of the Committee. Members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board of Directors in its discretion. Unless a Chair of the Committee is elected by the Board of Directors, the members of the Committee may designate a Chair by majority vote of the full Committee membership. All vacancies in the Committee shall be filled by the Board of Directors.

Purpose

The primary purpose of the Committee is to assist the Board of Directors by exercising the full power and authority of the Board of Directors between Board meetings and while the Board of Directors is not in session.

Meetings

The Committee shall not meet on a regularly scheduled basis, but rather shall meet as needed during intervals between scheduled Board meetings to conduct and oversee the affairs of the Company. Meetings of the Committee may be called by the Chairman of the Board or any two (2) or more members of the Committee. A majority of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent. The Committee may delegate authority to act upon specific matters within determined parameters to a subcommittee consisting of one or more Committee members. Any such subcommittee shall report any action to the full Committee at its next meeting. At the request of any member of the Committee, consideration of any action proposed to be taken by the Committee shall be deferred to the full Board of Directors. The Committee shall keep a record of its actions and proceedings and make a report of such actions and proceedings to the Board of Directors at the next Board meeting held after such actions or proceedings.

Powers and Responsibilities

In furtherance of the Committee’s purpose, the Committee shall have all of the power and authority of the Board of Directors, except that it shall not have authority as to the following matters:

1. The amendment or repeal of any resolution of the Board of Directors that by its terms is not subject to amendment or repeal by the Committee;

2. The amendment of the Certificate of Incorporation or Bylaws of the Company;
3. The adoption of a plan of merger or consolidation in which the Company is not the surviving entity;
4. The sale, lease, exchange or other disposition of all or substantially all of the securities, property and/or assets of the Company unless authority is specifically given by the stockholders of the Company and the Board of Directors;
5. A voluntary liquidation or dissolution of the Company or revocation of any such voluntary liquidation or dissolution; or
6. Matters which, under the Delaware General Corporation Law, the rules and regulations of any exchange on which the Company's securities are traded, the Company's Certificate of Incorporation, or the Company's Bylaws, cannot be delegated by the Board of Directors to a committee thereof.

All actions or proceedings of the Committee shall be subject to revision or alteration by the Board of Directors except to the extent that action has been taken pursuant to, or in reliance on, such action or proceeding prior to any revision or alteration.

The Committee shall have authority to retain such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall report its actions and any recommendations to the Board of Directors after each Committee meeting.