

**CHARTER
OF THE
NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE
OF
SIEBEL SYSTEMS, INC.**

The Nominating and Corporate Governance Committee of the Board of Directors of Siebel Systems, Inc. (the “Committee”) shall consist of a minimum of three directors. Members of the Committee shall be appointed and may be removed by the Board of Directors. All members of the Committee shall be independent directors, and shall satisfy the Nasdaq Stock Market standard for independence for members of the Audit Committee.

The purpose of the Committee shall be to assist the Board of Directors in identifying qualified individuals to become Board members, in determining the composition of the Board of Directors and its Committees, in monitoring a process to assess Board effectiveness and in developing and implementing the Company's corporate governance guidelines.

In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become members of the Board of Directors and to select director nominees to be presented for stockholder approval at the annual meeting. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board of Directors, in collectively serving the long-term interests of the stockholders. The Committee shall also consider any other factor which it deems relevant, including but not limited to geographical diversity, in selecting individuals as director nominees.
2. To review the Board of Directors' committee structure and to recommend to the Board of Directors for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
3. To develop and recommend to the Board of Directors for its approval a set of corporate governance guidelines. The Committee shall review the guidelines on a periodic basis, or more frequently if appropriate, and recommend changes as necessary.
4. To develop and recommend to the Board of Directors for its approval a periodic self-evaluation process of the Board of Directors and its committees. The Committee shall oversee the self-evaluations.
5. To review on a periodic basis director compensation and benefits.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any 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 recommendations to the Board of Directors after each Committee meeting.