FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company:

Siebel Janna Arrangement, Inc.
c/o Siebel Systems, Inc.
2207 Bridgepointe Parkway
San Mateo, CA 94404

Registered Office:
66 Wellington Street West
Suite 4700, Toronto Dominion Bank Tower
Toronto, ON M5K 1E6

2. Date of Material Change:

October 4, 2005

3. News Release:

A press release was issued on October 4, 2005 through the facilities of CCN Matthews.

4. Summary of Material Change:

The Board of Directors of Siebel Janna Arrangement, Inc. (the " Corporation") has selected December 7, 2005 as the redemption date for all of the outstanding exchangeable non-voting shares (the "Exchangeable Shares") of the Corporation (other than Exchangeable Shares which are held by Siebel Systems, Inc. and its affiliates) pursuant to the Exchangeable Share provisions (the "Exchangeable Share Terms") in the Articles of Amendment dated October 20, 2000 (the "Articles") of the Corporation. This resulted in Janna Nova Scotia Sub Company ("Nova Scotia Co") having the right, pursuant to its overriding redemption call right, to acquire all of the outstanding Exchangeable Shares (other than Exchangeable Shares which are held by Siebel Systems, Inc. and its affiliates). Nova Scotia Co has provided notice that it will exercise this right and, as a result, on December 7, 2005, Nova Scotia Co will purchase all such outstanding Exchangeable Shares and such holders will be obligated to sell such Exchangeable Shares in exchange for shares of common stock of Siebel Systems, Inc., plus accrued and unpaid dividends, if any, on a one-for-one basis.

5. Full Description of Material Change:

The Exchangeable Shares were issued pursuant to the Plan of Arrangement (the "Plan of Arrangement") whereby Janna Systems Inc. was acquired by Siebel Systems, Inc. effective as of November 15, 2000. Pursuant to the Exchangeable Share Terms, the Board of Directors of the Corporation is permitted to establish the date for redemption by the Corporation of all outstanding Exchangeable Shares, which date can be on or after November 30, 2005.

The Board of Directors of the Corporation has established December 7, 2005 as the redemption date (the “Redemption Date”) for all of the outstanding Exchangeable Shares (other than Exchangeable Shares which are held by Siebel Systems, Inc. and its affiliates) pursuant to Article 7 of the Exchangeable Share Terms set forth in the Articles. This resulted in Nova Scotia Co having the right, pursuant to its overriding redemption call right contained in section 5.2 of the Plan of Arrangement, to acquire such Exchangeable Shares. Nova Scotia Co has given notice dated October 4, 2005 to Siebel Systems, Inc., Computershare Trust Company of Canada (as registrar and transfer agent for the Exchangeable Shares), Jaguar Delaware Sub, Inc. and the Corporation that Nova Scotia Co intends to exercise its overriding redemption call right to purchase all such Exchangeable Share on the Redemption Date.

The Corporation, Nova Scotia Co and Jaguar Delaware Sub, Inc. are, directly or indirectly, subsidiaries of Siebel Systems, Inc.

The Corporation has given notice dated October 4, 2005 of the redemption and purchase to the registered holders of the Exchangeable Shares. In the notice, the Corporation notified such holders that the Board of Directors of the Corporation has authorized the redemption of the Exchangeable Shares and has established December 7, 2005 as the Redemption Date and that Nova Scotia Co has given notice that it intends to exercise its overriding redemption call right to purchase all of the outstanding Exchangeable Shares (other than Exchangeable Shares held by Siebel Systems, Inc. and its affiliates) on the Redemption Date.

As a consequence of the exercise by Nova Scotia Co of its overriding redemption call right, on the Redemption Date, Nova Scotia Co will purchase all of the outstanding Exchangeable Shares (other than Exchangeable Shares which are held by Siebel Systems, Inc. and its affiliates) and the holders of such Exchangeable Shares will be obligated to sell such Exchangeable Shares in exchange for shares of common stock of Siebel Systems, Inc., plus accrued and unpaid dividends, if any, on a one-for-one basis.

Provided that Nova Scotia Co deposits with Computershare Trust Company of Canada on or before the Redemption Date:

(a) certificates representing the aggregate number of shares of common stock of Siebel Systems, Inc. deliverable by Nova Scotia Co which will be equal to the total number of outstanding Exchangeable Shares (other than those Exchangeable Shares held by Siebel Systems, Inc. and its affiliates), and

(b) if applicable, a cheque or cheques payable at par at any branch of the bankers of Nova Scotia Co in the amount equal to all declared and unpaid dividends in respect of such Exchangeable Shares, less

(c) any amounts required to be withheld pursuant to section 4.7 of the Plan of Arrangement in respect of taxes, on and after the Redemption Date, the rights of each holder of Exchangeable Shares (other than Siebel Systems, Inc. and its affiliates) will be limited to receiving such holder's proportionate part of that share consideration and dividend amount payable by Nova Scotia Co upon presentation and surrender by the holder of the certificates representing Exchangeable Shares held by such holder and the holder will on and after the Redemption Date be considered and deemed for all purposes to be the holder of the shares of Siebel Systems, Inc. common stock to which it is entitled.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

For further information, contact John J. Madigan by telephone at (650) 477-5000.

9. Date of Report:

October 6, 2005.