Nominations & Governance Committee Charter

PURPOSE

The Nominations and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Commvault Systems, Inc. and its affiliates and subsidiaries (the "Company") oversees the composition of the Board and advises the Board and Chairperson of the Board on matters of the Company's governance structure and Board conduct. The Committee's charter (the "Charter"), including its structure, authority, responsibilities, and procedures, is set forth below.

COMPOSITION

Number. The Committee consists of at least three Board members.

Standards. Each Committee member must satisfy the independence standards set forth in the Nasdaq Stock Market, Inc. ("Nasdaq") listing standards and the Securities and Exchange Commission (the "SEC") rules as interpreted by the Board.

APPOINTMENT

Appointment and Removal. The Board appoints members to the Committee and may change such membership at any time, subject to this Charter. Members of the Committee serve until successors are appointed and qualified, or their earlier resignation or removal.

Chairperson. Unless appointed by the Board, the Committee designates a chairperson by majority vote. The Committee Chairperson may serve for five years, and such term may be extended, upon recommendation of the Committee, based on the needs of the business.

AUTHORITY

The Committee is authorized by the Board to carry out its responsibilities and set its own procedures as set forth in this Charter, the Company's Bylaws, the Corporate Governance Guidelines (the "Guidelines"), Nasdaq listing standards, and SEC rules. The Committee is empowered to retain and obtain advice or assistance from independent legal, accounting, or other advisors, and may form and delegate authority to subcommittees, as appropriate.

BOARD OVERSIGHT

Board Size and Nominees. The Committee is responsible for ensuring the appropriate balance of experience, skills, and characteristics required of the Board. The Committee recruits and recommends nominees to fill expiring, vacant, or newly created Board seats, and recommends the appropriate size of the Board. The Committee considers nominees that are recommended by current directors, management, or stockholders. Candidates recommended by stockholders are evaluated in the same manner as candidates identified through other means, but the Committee is not obligated to recommend such candidates for nomination. Nominees for director roles are selected on the basis of diversity, depth and breadth of experience, integrity, ability to make independent analytical inquiries, understanding of our business environment, willingness to devote adequate time to Board duties, and the interplay of the candidate's experience and

skills with those of other Board members. The Guidelines provide that Committee must consider a range of attributes when recommending director nominees, with the objective of achieving a Board with diverse business, personal, and educational backgrounds.

Onboarding and Annual Review. The Committee oversees director onboarding and continuing education programs, approves the form of Board Self-Evaluation, and annually reviews the performance, composition, and structure of Board. The Committee makes recommendations for changes to the Board based on the needs of the Company.

Committees. Annually, the Committee reviews all committee charters and recommends the directors to serve on each committee of the Board.

CORPORATE GOVERNANCE POLICIES

The Committee develops and oversees the implementation of the Company's governance policies, including but not limited to the Guidelines, Code of Ethics, and Share Ownership Guidelines. The Committee annually reviews and reassesses the adequacy of these policies and recommends changes to the Board.

SUSTAINABILITY

The Committee oversees the Company's sustainability and stewardship efforts. The Committee receives and reviews management reports on the Company's sustainability policies, programs, and public disclosures, including enterprise strategy, governance, environmental sustainability and management, supply chain considerations, and other significant reporting regarding sustainability matters. The Committee provides updates to the Board on sustainability matters on a quarterly basis and reviews the Company's annual Sustainability Report.

SUCCESSION PLANNING

The Committee oversees and annually reviews the continuity and succession planning process for the Chief Executive Officer and management. The Committee recommends the selection of individuals for these positions to the Board.

HUMAN CAPITAL OVERSIGHT

The Committee assists the Board in its oversight of human capital, including corporate culture, recruiting, retention, attrition, talent management, career development and progression, succession, and employee relations. The Committee reviews the Company's human capital policies, programs, and initiatives, including pay equity and employee health and safety, on an annual basis.

ANNUAL MEETING

The Committee reviews and recommends for Board approval all logistics for the Company's Annual Meeting of Stockholders (the "Annual Meeting"), including setting the record date and determining all matters presented for stockholder vote. In advance of the Annual Meeting, the Committee reviews stockholder outreach plans.

PROCEDURES

Meetings. The Committee meets at least once during each fiscal quarter. The Committee also meets separately with management to discuss private matters as appropriate.

Agenda. The Chairperson (or designee) sets the meeting agenda and presides at each meeting.

Minutes. The Chief Trust Officer attends Committee meetings to document the minutes and resolutions of the Committee, which are later approved by the Committee and maintained in Company records.

Reporting. The Committee reports periodically to the Board on its meetings and activities. Annually, the Committee reviews this Charter and recommends changes to the Board for approval.