Disclosure Committee Charter

PURPOSE

The purpose of the Disclosure Committee (the “Committee”) of Commvault Systems, Inc. and its affiliates and subsidiaries (the “Company”) is to assist the Company in fulfilling its objective to provide public disclosures that are accurate, complete, timely, and compliant with applicable laws, regulations, and stock exchange rules. This includes managing the Company’s disclosure controls and procedures (“DCP”) for compliance with the Securities Exchange Act of 1934 (the "Act") and the Sarbanes-Oxley Act of 2002 (“SOX”). The Committee’s charter (the “Charter”), including its structure, authority, responsibilities, and procedures, is set forth below.

COMPOSITION

The Committee is comprised of the Chief Trust Officer, Chief Financial Officer (“CFO”), and Chief Accounting Officer (“CAO”) in addition to other members of management appointed by the foregoing. The Committee is chaired by the CAO.

APPOINTMENT

The Chief Trust Officer, CFO, and CAO may appoint members of management to the Committee and may change the membership of the Committee at any time, subject to this Charter.

AUTHORITY

The Committee is authorized to carry out its responsibilities as set forth in this Charter. The Committee has full access to the Company's records and facilities and is empowered to obtain any information it requires from officers, management, employees, and auditors as it deems necessary to fulfill its responsibilities. The Committee, at its discretion, considers all matters, and takes any appropriate actions in relation to the Company's DCP as it deems necessary.

RESPONSIBILITIES

Manage Controls. The Committee designs, establishes, maintains, reviews, and evaluates the effectiveness of the Company’s DCP at the end of each reporting period.

Reporting. The Committee evaluates and helps oversee the accuracy, completeness, timeliness, and fair presentation of all information required to be disclosed to the Securities and Exchange Commission (“SEC”) by the Act and SOX. The Committee assists the Chief Executive Officer and CFO in fulfilling disclosure obligations by:

- Certifying DCP and other reporting procedures established by the Act and SOX;
- Considering the materiality of information required to be disclosed in, overseeing the preparation of, and approving the Company's annual report on Form 10-K and each quarterly report on Form 10-Q and

current reports, proxy statements, registration statements and other filings with the SEC, press releases containing financial information, earnings guidance, and other public disclosures; and

- Overseeing that the Company's disclosures are made accurately and completely, while presenting the Company's financial condition without material misstatement or omission, and on a timely basis.

Review and Report Fraud Instances and Deficiencies. The Committee reviews and reports to the Audit Committee of the Board of Directors (the "Audit Committee") any known instances of fraud related to the Company's DCP, and any deficiencies therein.

PROCEDURES

Meetings. The Committee meets at least quarterly, and as members deem necessary to carry out their responsibilities.

Reporting. The Committee reports quarterly to the Audit Committee. Annually, the Committee reviews this Charter and recommends proposed changes to the Audit Committee for approval.