Audit Committee Charter

PURPOSE

The Audit Committee (the "Committee") of the Board of Directors (the "Board") of Commvault Systems, Inc. and its affiliates and subsidiaries (the "Company") oversees the quality and integrity of the Company's financial reporting to fulfill the Company's responsibilities to its stockholders. 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 member of the Committee must satisfy the independence and financial literacy standards set forth in the Nasdaq Stock Market, Inc. ("Nasdaq") listing standards and Securities and Exchange Commission ("SEC") rules as interpreted by the Board.

Expertise. At least one member of the Committee must have accounting or related financial management expertise. The Board may presume that a member of the Committee who satisfies the definition of "Audit Committee Financial Expert" as set forth in Regulation S-K has the necessary accounting or related financial management expertise.

Restrictions. Given the significant time demands and responsibilities of serving on a public company audit committee, no member of the Committee may serve on more than three other public company audit committees, without the approval of 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 its 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 has the sole authority to appoint or replace the independent auditor, approve all audit engagement fees and terms, and approve the provision of any permissible non-audit services and related fees. The Committee may consult with management but will not delegate these responsibilities. The Committee is empowered to retain and receive funding from the Company for independent legal, accounting, financial, or other advisors, and meet with or obtain any information it requires from officers, management,

employees, and auditors, as it deems necessary to fulfill its responsibilities. When appropriate, the Committee may form and delegate authority to subcommittees.

AUDITOR OVERSIGHT AND INTERNAL CONTROL PERFORMANCE

Independent Auditor. The Committee selects, oversees, and may replace the Company's independent auditor pursuant to applicable SEC requirements. The Committee pre-approves all audit and permissible non-audit engagements and fees. The Committee assesses the cumulative effect of non-audit services on auditor independence.

Review of Independent Auditor. Annually, the Committee assesses the independent auditor's independence and objectivity by obtaining a written statement delineating all relationships between the independent auditor and the Company and discussing any material disclosures. The Committee ensures that audit personnel are rotated from the audit of the Company's financial statements, as required by the applicable rules of the SEC.

Internal Audit. The Committee approves the appointment, reassignment, or dismissal of the leader of the internal audit function. The Committee provides general oversight of the Company's internal audit function, and reviews findings from completed internal audits and progress reports on any proposed internal audit plan.

Audit. The Committee meets with management and the independent auditor to review the scope, coordination, and deliverables of the audit, including:

- Any changes required in the planned scope of the audit plan;
- Critical accounting policies and practices, including estimates and judgments, used by the Company in preparing its financial statements;
- The Company's quarterly financial statements and the results of the audit of the Company's annual financial statements;
- Significant findings and recommendations from the independent auditor and management's responses thereto;
- The independent auditor's judgments and reasoning for determining the appropriateness of the quality of accounting principles as applied in the Company's financial reporting, including the consistency of the Company's accounting policies and their application, and the clarity and completeness of the Company's financial statements and related disclosures;
- All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor;
- Any problems, difficulties, or differences encountered during the audit, including any disagreements with management, restrictions on the scope of activities, or access to requested information and responses thereto;
- Material communications between the independent auditor and management, including any management letter; and
- Any accounting adjustments that were noted or proposed by the independent auditor but were passed as immaterial or otherwise.

Second Opinions. The Committee discusses with management any second opinions sought from an accounting firm other than the independent auditor, including the substance and reasons for seeking any such opinion.

SEC FILINGS AND DISCLOSURES

Company Reporting. The Committee supports the Company's reporting obligations by doing the following:

- Advises management and the independent auditor on the timely analysis of significant current financial reporting issues and practices;
- Reviews and discusses the quarterly financial statements and the annual audited financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," before the filing of the Company's Forms 10-Q and 10-K;
- Recommends the annual audited financial statements for inclusion in the annual report on Form 10-K for filing with the SEC; and
- Prepares the Committee's report for periodic filings as required by the applicable Nasdaq and SEC requirements.

Disclosure Controls. The Committee reviews the Company's disclosure controls and procedures with management, and any outside professional the Committee considers appropriate, and provides regular summaries of all Disclosure Committee meetings.

RISK AND COMPLIANCE OVERSIGHT

Financial and Legal Risk. The Committee inquires of management and the independent auditor regarding significant financial risks or exposures and assesses the steps management has taken to minimize risk. The Committee reviews legal and regulatory matters that could materially impact the Company's financial statements, financial condition, or results of operations.

Cybersecurity Risk. The Committee provides oversight of the Company's security risk management strategies and periodically receives updates from management about the Company's security program and risk mitigation plans. The Committee holds a separate dedicated meeting each fiscal quarter, apart from its regular quarterly meeting, to review the Company's cybersecurity program, including security risk assessments, threat landscape updates, incident response readiness, and risk mitigation plans.

Enterprise Risk Management. The Committee provides oversight of the Company's enterprise risk management program and receives quarterly updates from management regarding material enterprise risks and mitigation plans. The Committee provides regular updates to the Board.

Compliance Oversight. The Committee provides oversight and review of the Company's global compliance program.

Code of Ethics for Senior Financial Officers. The Committee develops, implements, and periodically reviews the Code of Ethics for Senior Financial Officers adopted by the Board.

Investment and Hedging Risks. The Committee periodically reviews and discusses with management the Company's policies and procedures for the use of swaps or other derivative instruments for hedging risks and for other purposes. In connection with this responsibility, the Committee reviews and approves decisions by the Company and its subsidiaries to enter into swaps that are subject to clearing and exchange trading and execution requirements in reliance on the "end-user exception" under the Commodity Exchange Act or regulations of the Commodity Futures Trading Commission.

Related Person Transactions. The Committee reviews and approves all related person transactions in accordance with Nasdaq requirements, the Company's Related Person Transaction Policy, and the Guidelines.

Whistleblower Complaints. In accordance with Nasdaq requirements, the Committee establishes procedures for the confidential and anonymous submission and management of complaints regarding accounting, internal accounting controls, or auditing matters.

MANAGEMENT RESPONSIBILITIES

Reporting Material Items. Management is responsible for reporting to the Committee on items that have or are likely to have a material impact on the Company, its customers, business partners or shareholders. Reports to the Committee should be made no later than the next scheduled Committee meeting after management becomes aware of the matter.

Financial Statements. Management is responsible for preparing financial statements, planning or conducting audits, and determining that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations of management, the internal auditor, and the independent auditor.

Auditor Compensation. Management is responsible for the compensation of the independent auditor or any special consultants or advisors.

PROCEDURES

Meetings. The Committee meets at least once during each fiscal quarter. In addition, the Committee holds a separate quarterly meeting dedicated to cybersecurity program review. The Committee also meets separately with management, the internal auditor, and the independent auditor 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 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.

Evaluation. The Committee members assess the performance of the Committee by participating in the annual Board and Committee Self-Evaluation.