Operating Committee Charter

PURPOSE

The Operating Committee (the "Committee") of the Board of Directors (the "Board") of Commvault Systems, Inc. and its affiliates and subsidiaries (the "Company") provides oversight on a variety of corporate and operational matters as determined by the Board and management. The Committee's charter (the "Charter"), including its structure, authority, responsibilities, and procedures, is set forth below.

STRUCTURE

The Committee consists of at least three Board members. The Board appoints members to the Committee and may change such membership at any time. Members of the Committee serve until successors are appointed and qualified, or their earlier resignation or removal.

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 Stock Market, Inc. ("Nasdaq") listing standards, and Securities and Exchange Commission ("SEC") rules. The Committee is empowered to retain and receive funding from the Company for independent consultants or advisors.

RESPONSIBILITIES

Annual Budget. The Committee reviews the Company's annual budget and works with management to establish margin targets and a balanced capital allocation policy for the Company.

Earnings Announcements. The Committee discusses with management the earnings press releases as well as financial information and earnings guidance provided to analysts and rating agencies.

PROCEDURES

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

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.