Compensation Committee Charter

PURPOSE

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Commvault Systems, Inc. and its affiliates and subsidiaries (the "Company") oversees compensation of the Company's executives and directors, and approves the annual Compensation Discussion and Analysis ("CD&A") report. The Committee's charter (the "Charter"), including its structure, authority, responsibilities, and procedures, is set forth below.

STRUCTURE

Composition.

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

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

Appointment.

Appointment and Removal. The Board appoints members of 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, Nasdaq listing standards, and SEC rules. When appropriate, the Committee may form and delegate authority to subcommittees. The Committee is empowered to retain and receive funding from the Company for independent compensation, legal, or other advisors, and is permitted full access to Company records and personnel to fulfill its obligations.

RESPONSIBILITIES

Compensation.

Chief Executive Officer Compensation. The Committee reviews and approves corporate goals and objectives relevant to the Chief Executive Officer's ("CEO") compensation, including any perquisites, evaluates the CEO's performance, and sets the compensation of the CEO based on this evaluation. The CEO may not be present during voting or deliberations on his or her own compensation.

Named Executive Officer Compensation. The Committee reviews and approves the CEO's compensation decisions for the Company's named executive officers ("NEOs"). Periodically, the Committee reviews and approves the Company's compensation strategy and practices with respect to its NEOs.

Board Compensation. The Committee recommends the compensation of independent directors. The Committee considers that Board member independence may be jeopardized if: Board compensation exceeds appropriate levels; the Company makes substantial charitable contributions to organizations with which a Board member is affiliated; or the Company enters into consulting arrangements with (or provides indirect forms of compensation to) a Board member or an organization with which a Board member is affiliated.

EMPLOYMENT AGREEMENTS

The Committee reviews and approves employment, severance, and retention agreements, and similar agreements entered into, or amended, with the CEO and NEOs.

AWARDS AND INCENTIVE PLANS AND POLICIES

The Committee reviews and approves stock plans and awards of incentive compensation to the CEO and NEOs. The Committee is responsible for the administration and enforcement of the Company's compensation policies, including its policy on equity incentive plans (the "Equity Delegation Policy") and its incentive-based compensation recovery policies (the "Clawback Policies").

RISK MANAGEMENT

The Committee generally assesses risks arising from the Company's compensation practices and policies.

PUBLIC REPORTING

The Committee reviews and approves the CD&A section of the Company's annual proxy statement required by the SEC and Nasdaq and ensures compliance with applicable requirements. The Committee will consider the results of advisory shareholder votes on executive compensation and the frequency of such votes.

ADVISORS

Authority. The Committee has the sole authority to retain or obtain the advice of a compensation consultant, outside legal counsel, or other advisor ("Advisor"), and is directly responsible for the appointment, compensation, and oversight of any such Advisor. The Company provides appropriate funding, as determined by the Committee, to reasonably compensate the Advisor.

Independence Assessment. The Committee seeks to prevent potential or actual conflicts of interest by evaluating the independence of the Advisor. Prior to retaining or obtaining advice from an Advisor, the Committee considers relevant independence factors as specified by the SEC and Nasdaq rules.

PROCEDURES

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

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

Minutes. The Chairperson (or designee) attends Committee meetings and documents 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.