

Talent Management and Compensation Committee Charter

PURPOSE

The Talent Management and 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, implements the Company’s talent management programs and practices, and approves the annual compensation analysis report. 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 requirements 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 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 serves a maximum of five years.

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, 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

Chief Executive Officer Compensation. The Committee reviews and approves corporate goals and objectives relevant to Chief Executive Officer’s (“CEO”) compensation, evaluates the CEO’s performance and sets the compensation of the CEO based on this evaluation.

Named Executive Officer Compensation. The Committee reviews and approves the CEO’s compensation decisions for the Company’s named executive officers.

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 agreements, severance agreements, and similar agreements entered into, or amended, with the CEO and named executive officers.

AWARDS AND INCENTIVE PLANS AND POLICIES

The Committee reviews and approves stock plans and awards of incentive compensation to the CEO and named executive officers. 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 policy (the "Clawback Policy").

RISK MANAGEMENT

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

TALENT MANAGEMENT

The Committee oversees, directs, and reports to the Board on the Company's talent management programs, practices, policies, and strategies, including Diversity, Equity, and Inclusion ("DE&I") efforts, work environment and culture, and any talent management efforts the Committee deems appropriate.

PUBLIC REPORTING

The Committee reviews and approves the Compensation Discussion and Analysis section of the Company's annual proxy statement required by the SEC and Nasdaq and ensures compliance with applicable requirements.

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. 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.