

▶ Compensation Committee Charter

▶ Name

There shall be a committee of the Board of Directors (the "Board") of Commvault Systems, Inc. (the "Company"), which shall be called the Compensation Committee.

▶ Purpose

As described in detail below, the Compensation Committee shall (1) discharge the Board's responsibilities relating to compensation of the Company's executives and non-management Board members, and (2) review and approve an annual report on executive compensation required by the Securities and Exchange Commission to be included in the Company's annual meeting proxy statement.

▶ Organization and Procedure

The Compensation Committee shall consist of no fewer than three (3) members. Each member of the Compensation Committee shall satisfy the independence requirements set forth in The NASDAQ Stock Market, Inc. rules, as amended from time to time (the "Nasdaq Rules") and as interpreted by the Board in its business judgment.

The provisions of the following two paragraphs are effective upon the Company's first annual meeting after January 15, 2014:

In determining the independence of any director who will serve on the Compensation Committee, the Board must consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

If a Company fails to comply with the independence requirement for the Compensation Committee due to one vacancy, or one Compensation Committee member ceasing to be independent due to circumstances beyond the member's reasonable control, the Company may rely on the cure period set forth in the Nasdaq Rules. In exceptional and limited circumstances there may be a non-independent Committee member to the extent permitted by and in accordance with the requirements of Nasdaq Rules.

In addition and if deemed appropriate by the Board from time to time, each member shall meet the definition of “non-employee director” under Rule 16b-3 under the Securities Exchange Act of 1934, and “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986.

The Board shall appoint the members of the Compensation Committee. The members of the Compensation Committee shall serve until their successors are duly appointed and qualified. Unless a Chairperson is elected by the full Board, the members of the Compensation Committee may designate a Chairperson by majority vote of the full Committee membership. The Board shall have the power at any time to change the membership of the Compensation Committee and to fill vacancies in it, subject to such new member(s) satisfying the above requirements. Except as expressly provided in this Charter, the by-laws of the Company or the Corporate Governance Guidelines of the Company, the Compensation Committee shall fix its own rules of procedure.

▶ Committee Responsibilities

1. CEO Compensation.

Meet in executive session, review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of those goals and objectives and set the compensation of the Company’s CEO based on this evaluation. The CEO may not be present during voting or deliberation on the CEO’s compensation.

2. Executive Officer Compensation.

Review and approve the Chief Executive Officer’s decisions relevant to the compensation of the Company’s executive officers.

3. Board Compensation.

Make recommendations to the Board regarding the compensation of the Company’s non-management Board members. The Compensation Committee will consider that Board members’ independence may be jeopardized if Board compensation exceeds appropriate levels, if the Company makes substantial charitable contributions to organizations with which a Board member is affiliated, or if the Company enters into material consulting arrangements with (or provides other indirect forms of compensation to) a Board member or an organization with which a Board member is affiliated.

4. Employment Agreements.

Review and approve employment agreements, severance agreements and other similar agreements to be entered into, or amended, with the CEO or any executive officer.

5. Approve Awards.

Adopt, administer, approve and ratify awards under incentive compensation and stock plans, including amendments to the awards made under any such plans.

6. Incentive-Based Plans.

Make recommendations to the Board with respect to incentive compensation plans and equity-based plans.

7. Risk Management.

Review and assess risks arising from the Company's compensation practices and policies, generally.

8. Public Reporting.

Review and approve the Compensation Committee's report that is made in periodic filings as required by the governing rules and regulations of the SEC and The NASDAQ Stock Market, Inc., as applicable, and take the appropriate steps to ensure that such report complies with applicable requirements.

9. Annual Review of Charter.

Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

10. Retain Advisors.

The Compensation Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Compensation Committee. The Company shall provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Compensation Committee.

The Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Compensation Committee, other than in-house legal counsel, only after taking into consideration the following factors:

- a. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- b. the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- c. the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- d. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
- e. any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and

- f. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Executive Officer of the Company.

Nothing in this Charter shall be construed: (i) to require the Compensation Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Compensation Committee; or (ii) to affect the ability or obligation of a Compensation Committee to exercise its own judgment in fulfillment of the duties of the Compensation Committee.

The Compensation Committee is required to conduct the independence assessment outlined in this Section D.10 with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Compensation Committee, other than in-house legal counsel. However, nothing in this Charter requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Compensation Committee consider the enumerated independence factors before selecting, or receiving advice from, a compensation adviser. The Compensation Committee may select, or receive advice from, any compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined in paragraphs (a)-(f) above.

For purposes of this Charter, the Compensation Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of Executive Officers or directors of the Company, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

11. Delegation.

Form and delegate authority to subcommittees when appropriate.

12. Board Reports.

Report periodically to the Board on its meetings and other activities.

