

Disclosure Committee Charter

PURPOSE

The Disclosure Committee (the “Committee”) of Commvault Systems, Inc. and its affiliates and subsidiaries (the “Company”) evaluates and enforces the Company’s internal procedures to ensure compliance with the Securities and Exchange Commission and its Act of 1934 (the “SEC”) and the Sarbanes-Oxley Act of 2002 (“SOX”) requirements for reporting obligations. The Committee’s charter (the “Charter”), including its structure, authority, responsibilities, and procedures, is set forth below.

COMPOSITION

The Committee is comprised of at least three officers of the Company, in addition to other members of management. Committee members should be representative of all functional areas of the Company. The Committee, at minimum, consists of the Chief Legal and Compliance Officer (“CLO”), Chief Financial Officer (“CFO”), and Chief Accounting Officer (“CAO”). Additionally, the Controller, Chief Strategy Officer, Chief Marketing Officer, or Chief Revenue Officer, among others, may serve as Committee members from time to time.

APPOINTMENT

The CLO appoints members of the Committee and may change the membership of the Committee at any time, subject to this Charter. Members of the Committee serve until successors are appointed and qualified, or their earlier resignation or removal.

AUTHORITY

The Committee is authorized to carry out its responsibilities as set forth in this Charter. The Committee has full access to the Company’s records and facilities and is empowered to obtain any information it requires from officers, management, employees, and auditors as it deems necessary to fulfill its responsibilities. The Committee, at its discretion, considers all matters, and takes any appropriate actions, in relation to the Company’s disclosure controls and procedures as it deems necessary.

RESPONSIBILITIES

Establish Controls. The Committee designs, establishes, maintains, reviews, and evaluates the effectiveness of the Company’s disclosure control procedures and internal controls over financial reporting.

Reporting. The Committee evaluates the clarity, accuracy, and compliance of information for the Company’s public filings and earnings releases. The Committee assists the Chief Executive Office (“CEO”) and CFO in fulfilling disclosure obligations by:

- Certifying disclosures and reporting procedures established by the SEC and SOX;
- Considering the materiality of information required to be disclosed in, and supervising preparation of, the Company’s public filings and earnings releases; and

- Ensuring the Company's disclosures are made accurately and completely, while presenting the Company's financial condition without material misstatement or omission, and on a timely basis.

Review and Report Fraud Instances and Deficiencies. The Committee reviews and reports to the Audit Committee of the Board of Directors any known instances of fraud related to the Company's disclosure controls and procedures or internal controls, and any deficiencies therein.

PROCEDURES

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

Reporting. The Committee reports quarterly to the Audit Committee. Annually, the Committee reviews this Charter and recommends changes to the Audit Committee for approval.