



## Charter of the CommVault Systems Disclosure Committee

### Organization

There shall be a committee of certain members of the management of CommVault Systems, Inc. and its subsidiaries to be known as the CV Disclosure Committee. The CV Disclosure Committee shall report to, and be subject to the supervision and oversight of, the Chief Executive Officer and the Chief Financial Officer of CV.

The membership of the CV Disclosure Committee shall consist of (a) the following members of management of CV: Vice President, General Counsel and Secretary, Controller, Vice President of Sales, Vice President of Marketing [add others]; and (b) any such other officer or officers of CV or its subsidiaries that may be appointed by the Chief Executive Officer of CV to serve on the Committee.

The officers of the CV Disclosure Committee shall consist of a Chairperson and a Secretary. The Chairperson and the Secretary shall be elected by the membership of the Committee. Meetings of the Committee may be called at any time by the Chairperson or the Secretary. The Chairperson, or his or her designee, shall preside over meetings of the Committee. The Secretary shall prepare agendas for, and minutes of, the meetings of the Committee.

### Purpose

The purpose of the CV Disclosure Committee is to provide assistance to the Chief Executive Officer and the Chief Financial Officer of CV in fulfilling their responsibilities relating to:

1. the certification of disclosures and reporting procedures established by the Securities and Exchange Commission (the "SEC") and the Sarbanes-Oxley Act of 2002;
2. consideration of the materiality of information required to be disclosed in, and review and supervision of the preparation of, CV's periodic reports under the Securities Exchange Act of 1934 (the "1934 Act") and CV's earnings releases; and
3. the design, establishment, maintenance, review and evaluation of the effectiveness of CV's "disclosure controls and procedures" (as defined in the 1934 Act) which include controls and other procedures that are designed to ensure that information required to be disclosed in CV's periodic reports under the 1934 Act is (a) recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and (b) accumulated and communicated to CV's management to allow timely decisions regarding required disclosures;
4. the design, establishment, implementation, maintenance, review and assessment of internal controls over financial reporting required to comply with Section 404 of the Sarbanes-Oxley Act of 2002; and
5. discharging CV's disclosure obligations in such a way that disclosure is made (a) accurately and completely, fairly presenting CV's financial condition without material misstatement or omission, and (b) on a timely basis.

### Responsibilities

The CV Disclosure Committee shall meet as frequently as circumstances require, and as the members deem necessary or appropriate, to carry out its responsibilities listed below:

1. assist in the design, establishment, maintenance, review and evaluation of the effectiveness of CV's disclosure controls and procedures to ensure that material information is made known to the Committee and is able to be provided, processed, summarized and reported to the SEC on a timely basis;
2. consider materiality of information received via CV's disclosure controls and procedures to determine CV's disclosure obligations on a timely basis;
3. assist in the preparation of each SEC periodic report and earnings release of CV and evaluate the clarity, accuracy and compliance of the information in such report or earnings release;

4. review with and report to the Chief Executive Officer, Chief Financial Officer and General Counsel of CV (a) any instances of fraud that involve management or other employees who have a significant role in CV's disclosure controls and procedures or internal controls that come to the attention of the members of the Disclosure Committee while carrying out their responsibilities under this Charter and (b) any significant deficiencies in the design or operation of CV's disclosure controls and procedures and internal controls that could adversely affect CV's ability to record, process, summarize and report financial and other significant data to the SEC on a timely basis;
5. assist CV's Chief Executive Officer and Chief Financial Officer in (a) fulfilling their disclosure obligations regarding information contained in CV's SEC periodic reports and (b) evaluating, and reporting their conclusions about, the effectiveness of CV's disclosure controls and procedures, as required by the 1934 Act; and
6. consider any such other matters, and take any such other actions, in relation to CV's disclosure controls and procedures, as the Committee may, in its discretion, determine to be advisable to ensure that information required to be disclosed by CV in its SEC periodic reports is recorded, processed, summarized and reported on a timely basis.

The CV Disclosure Committee will encourage open communication among its members, and CV's external auditors, internal auditors and management. In discharging its duties, the Committee shall have full access to all of CV's books, records, facilities and personnel, including the internal auditors.

### **Assumption and Delegation of Duties**

CV's Chief Executive Officer, Chief Financial Officer and General Counsel may, at any time, assume any or all of the responsibilities of the CV Disclosure Committee identified in this Charter, including, for example, determining CV's disclosure obligations, when time does not permit the full Committee to meet. The Committee may designate two or more Committee members who can, acting together, determine CV's disclosure obligations (subject to the approval of CV's Chief Executive Officer, the Chief Financial Officer and General Counsel) in exceptional circumstances when time does not permit the Committee to meet. Decisions made by these designated members shall be communicated to the full Committee as soon as reasonably practicable after the decisions have been made.