



Compensation Committee Charter

Approved May 6, 2004, affirmed January 26, 2006

A. 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.

B. 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.

C. Organization and Procedure

The Compensation Committee shall consist of no fewer than two 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 and as interpreted by the Board in its business judgment. 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, considering the recommendation of the Nominating and Board Governance Committee, and further considering the views of the Chairman of the Board and the Chief Executive Officer (the "CEO"), as appropriate. 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.

D. 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.
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 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. *Evaluation of Executive Management.* Conduct an annual performance review of the Chief Executive Officer and President of the Company, and review and approve the performance evaluations of executive management conducted by the CEO.
5. *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.

6. *Approve Awards.* Adopt, administer, approve and ratify awards under incentive compensation and stock plans, including amendments to the awards made under any such plans.
7. *Incentive-Based Plans.* Make recommendations to the Board with respect to incentive compensation plans and equity-based plans.
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.* Obtain advice and assistance from internal or external compensation, legal, accounting or other advisors as appropriate.
11. *Delegation.* Form and delegate authority to subcommittees when appropriate.
12. *Board Reports.* Report periodically to the Board on its meetings and other activities.