



Nominations and Governance 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 Nominations and Governance Committee.

B. Purpose

As described in detail below, the primary purposes of the Nominations and Governance Committee shall be to (1) identify and recommend to the Board the slate of Director nominees for the next annual meeting and (2) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company.

C. Organization and Procedure

The Nominations and Governance Committee shall consist of no fewer than three members. Each member of the Nominations and Governance 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.

The Board shall appoint the members of the Nominations and Governance Committee, considering the views of the Chairman of the Board and the Chief Executive Officer, as appropriate. The members of the Nominations and Governance Committee shall serve until their successors are appointed and qualify. Unless a Chairperson is elected by the full Board, the members of the Nominations and Governance 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 Nominations and Governance 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, or as otherwise provided by The NASDAQ Stock Market, Inc. rules, the Nominations and Governance Committee shall fix its own rules of procedure.

D. Committee Responsibilities

1. *Board Nominees.* Identify and recommend to the Board the slate of Director nominees to fill expiring and vacant Board seats, and to recommend the appropriate size of the Board. In each case, the Committee shall consider the views and recommendations of the Chairman of the Board and Chief Executive Officer, as appropriate.
2. *Committee Recommendations.* Make recommendations to the Board with respect to the directors to serve on committees of the Board.
3. *Corporate Governance Guidelines.* Develop and recommend to the Board the Corporate Governance Guidelines that should be adopted by the Board and review and reassess as appropriate the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval. The Committee shall review these guidelines annually.
4. *Code of Business Ethics and Conduct.* Develop and recommend to the Board a Code of Business Ethics and Conduct that should be adopted by the Board; be responsible for the interpretation and operation of the Company's Code of Business Ethics and Conduct and other related policies, as appropriate; and review and reassess as appropriate the adequacy of the Code of Business Ethics and Conduct.
5. *Related Party Transactions.* Review and determine the appropriateness of all related party transactions in accordance with the rules of The NASDAQ Stock Market, Inc. and the Company's ethics and governance guidelines.
6. *Annual Review of Board Committee Charters.* Review and reassess, taking into account the assessment of the relevant committees as to their respective charters, the adequacy of the Board's various committee charters annually and

recommend any proposed changes to the Board for approval.

7. *Advisor to Board.* Serve in an advisory capacity to the Board and Chairman of the Board on matters of governance structure of the Company and the conduct of the Board.
8. *Annual Review.* Conduct an annual review of the performance of the Board of Directors and its individual members and report to the Board of Directors on the results of the review.
9. *Retain Advisors.* Obtain advice and assistance from internal or external legal, accounting or other advisors as appropriate.
10. *Delegation.* Form and delegate authority to subcommittees when appropriate.
10. *Board Reports.* Report periodically to the Board on its meetings and other activities.
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