

Code of Ethics for Senior Financial Officers

PURPOSE

Commvault Systems, Inc. and its affiliates and subsidiaries (the “Company”) requires ethical conduct and compliance with laws and regulations, particularly as it relates to the maintenance of the Company’s financial records and the preparation of financial statements filed with the Securities and Exchange Commission (the “SEC”). In fulfilling their job responsibilities, the Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer, (“Senior Financial Officers”) are expected to act with the highest levels of personal and professional integrity, as described in this Code of Ethics for Senior Financial Officers (this “Code”) and the Company’s Code of Ethics.

REQUIREMENTS

Conflicts of Interest. Senior Financial Officers should avoid conflicts of interest with the Company. In the event of an actual or apparent conflict of interest, the Senior Financial Officer must promptly disclose to the Chief Trust Officer, who will review the conflict and provide a summary and recommendation to the Audit Committee of the Board of Directors (the “Audit Committee”) for final decision on resolution.

Compliance with Disclosure Requirements. Senior Financial Officers are responsible for ensuring the Company’s compliance with SEC rules governing disclosure of financial information, and for ensuring that press releases and communications with investors and securities analysts are fair and accurate, and not misleading. To meet these objectives, Senior Financial Officers must:

- Establish controls to ensure that financial information intended for public disclosure is complete, accurate, and timely;
- Review periodic reports prior to filing with the SEC and public communications containing financial information before their release; and
- Report issues to management, the Audit Committee, and the Company’s independent auditors as appropriate.

Audit Committee Reporting. Senior Financial Officers must promptly report the following to the Audit Committee:

- Matters that could compromise the integrity of the Company’s financial reports;
- Concerns or material weaknesses related to the Company’s controls;
- Disagreements with respect to any material accounting matter; and
- Violations of this Code, or applicable law or regulation.

Waiver and Amendment. The Audit Committee approves any waiver or amendment of this Code in accordance with ethical principles and applicable law and regulations.

Enforcement. Violations of this Code may warrant disciplinary action, up to and including termination.