



CommVault Systems, Inc.



CVLT NASDAQ

Software

Market Capitalization USD:

\$1,649.94 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: N. Robert Hammer

Age: 70

CEO Since: 1998

	2009	2010	2011
Base Salary	\$449,000	\$457,307	\$510,523
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$170,516	\$522,442	\$774,334
Benefits and Perquisites	\$80,967	\$89,612	\$87,764
TOTAL ANNUAL COMPENSATION	\$700,483	\$1,069,361	\$1,372,621
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$909,936	\$865,372	\$4,103,400
Stock Awards	\$222,400	\$211,217	\$1,298,437
TOTAL COMPENSATION	\$1,681,857	\$2,145,950	\$6,774,458
Median of Other Named Executive Officers Total Compensation	\$992,005	\$992,005	\$2,698,705
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$54,382	\$106,243	\$828,850
TOTAL REALIZED EQUITY COMPENSATION	\$54,382	\$106,243	\$828,850

Proxy Date: 9 Jul 2012

Annual Meeting Date: 22 Aug 2012

Equity Reserves: 22.40%

Stock Option Run Rate: 2.37%

CommVault Systems, Inc.

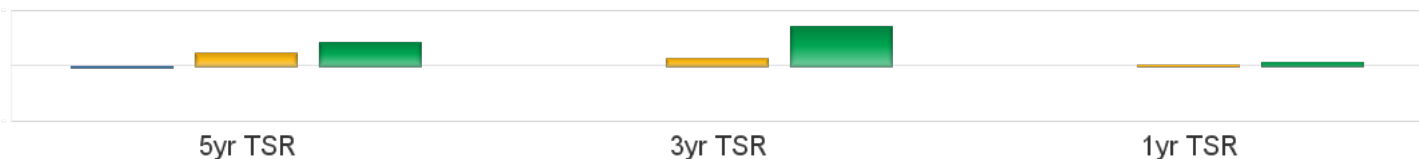
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Performance Comparison

■ S&P500 ■ Industry ■ CVLT



Peer Comparisons (TRBC) =Software

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CVLT	CommVault Systems, Inc.	\$1,681,857	\$2,145,950	\$6,774,458	\$1,649,935,696
ANSS	ANSYS, Inc.	\$2,337,598	\$3,894,056	\$4,256,726	\$4,523,100,337
TIBX	TIBCO Software Inc.	\$4,104,926	\$8,683,670	\$8,529,142	\$3,693,804,221
MCRS	MICROS Systems, Inc.	\$2,825,535	\$7,844,689		\$3,528,915,745
SNPS	Synopsys, Inc.	\$4,536,831	\$4,366,158	\$5,209,712	\$3,509,145,208
NATI	National Instruments Corporation	\$190,462	\$192,729	\$1	\$2,746,255,650
CNQR	Concur Technologies, Inc.	\$2,222,002	\$4,235,646	\$5,491,537	\$2,010,213,931

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

ACI Worldwide, Inc.; Actuate Corp.; Advent Software, Inc.; Athenahealth, Inc.; Blackbaud, Inc.; Blue Coat Systems, Inc.; Computer Programs and Systems, Inc.; CSG Systems International, Inc.; Digital River, Inc.; Emulex Corp.; EPIQ Systems, Inc.; Informatica Corp; Jack Henry & Associates, Inc.; Limelight Networks; MicroStrategy, Inc.; Perficient, Inc.; Progress Software Corp.; QAD, Inc.; Qlik Technologies, Inc.; Quest Software, Inc.; Radiant Systems, Inc.; Riverbed Technology, Inc.; Sapient Corp.; SolarWinds, Inc.; Sourcefire, Inc.; SS&C Technologies Holdings, Inc.; and Websense, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Keith B. Geeslin	Chairman	59	Male	16	Outside Related
Armando Gedav	Member	50	Male	12	Outside Related
Frank J. Fanzilli	Member	55	Male	10	Outside Related

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