

**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS OF
JUNIPER NETWORKS, INC.**

(As amended on August 31, 2016)

PURPOSE

The purpose for the Audit Committee (the "Audit Committee") of the Board of Directors of Juniper Networks, Inc. shall be:

- (a) To assist the Board of Directors in oversight and monitoring of (i) the integrity of the Company's financial statements, (ii) the Company's compliance with legal and regulatory requirements, (iii) the independent auditor's qualifications, independence and performance, (iv) the Company's internal accounting and financial controls, improvements made or to be made in such controls, and (v) the performance of the internal audit function;
- (b) To prepare the report required in the annual proxy statement as set forth in the rules of the Securities and Exchange Commission ("SEC");
- (c) To make such examinations as are necessary to monitor the corporate financial reporting and external audit requirements of Juniper Networks, Inc. and its subsidiaries (the "Company");
- (d) To provide to the Board of Directors the results of its monitoring and examining and recommendations derived therefrom;
- (e) To appoint the independent auditors, determine and approve the auditing fees, and oversee the engagement and work of the independent auditors;
- (f) To provide to the Board of Directors such additional information and materials as it may deem necessary to make the Board of Directors aware of significant financial matters that require its attention; and
- (g) To undertake those specific duties and responsibilities described in this charter as well as such other duties as the Board of Directors from time to time prescribe.

The Audit Committee has the authority to obtain advice and assistance from outside legal, accounting or other advisors as the Audit Committee deems necessary to carry out its duties, and the Audit Committee shall receive appropriate funding, as determined by the Audit Committee, from the Company for payment of compensation to the independent auditor and all outside legal, accounting or other advisors employed by the Audit Committee as well as any necessary administrative expenses as appropriate in carrying out its duties.

MEMBERSHIP

The Audit Committee will consist of at least three members of the Board of Directors, each of whom will be appointed by and serve at the discretion of the Board of

Directors and shall meet the following requirements, as well as any requirements promulgated by the SEC or the New York Stock Exchange ("NYSE") now or in the future:

- (a) Each member will be independent, as defined by NYSE Rule 303A.02 and any rule or regulation prescribed by the SEC, including Rule 10A-3 promulgated under the Securities Exchange Act of 1934, as amended;
- (b) Each member will be financially literate and able to read and understand fundamental financial statements, in accordance with NYSE Audit Committee requirements;
- (c) At least one member will qualify (as determined by the Board of Directors) as a "financial expert" as defined in regulations promulgated by the SEC and at least one member of the Audit Committee will have accounting or related financial management expertise (as determined by the Board of Directors) in accordance with the rules of the NYSE (this may be, but need not be, the same person as the "financial expert").

RESPONSIBILITIES

The responsibilities of the Audit Committee shall include:

- (a) Overseeing the internal audit function and reviewing, on a continuing basis, the adequacy of the Company's system of internal controls, including meeting periodically with the Company's management and the independent auditors to review the adequacy of such controls, and any special audit steps adopted in light of material control deficiencies, and to review before release the disclosure regarding such system of internal controls required under SEC rules to be contained in the Company's periodic filings and the attestations or reports by the independent auditors relating to such disclosure;
- (b) Appointing, compensating and overseeing the work of the independent auditors (including resolving disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work;
- (c) Pre-approving audit and permissible non-audit services provided to the Company by the independent auditors (or subsequently approving permissible non-audit services in those circumstances where a subsequent approval is necessary and permissible). The pre-approval of permissible non-audit services to be performed by the independent auditors may be delegated by the Audit Committee to one or more Audit Committee members;
- (d) The Audit Committee shall have the sole authority to approve the hiring and firing of the independent auditors, all audit engagement fees and terms and all non-audit engagements, as may be permissible, with the independent auditors;
- (e) Reviewing and providing guidance with respect to the external audit and the Company's relationship with its independent auditors by (i) reviewing the independent auditors' proposed audit scope, approach and independence; (ii)

obtaining on a periodic basis a statement from the independent auditors regarding relationships and services with the Company which may impact independence and presenting this statement to the Board of Directors, and to the extent there are relationships, monitoring and investigating them; (iii) discussing with the Company's independent auditors the financial statements, including the financial statement presentations, and audit findings, including any significant adjustments, issues, management judgments and accounting estimates, including analyses of the effects of alternative GAAP methods on the financial statements, selection or application of significant new accounting policies and principles, and disagreements with management and any other matters described in Auditing Standard No. 16, as may be modified or supplemented; (iv) reviewing reports submitted to the Audit Committee by the independent auditors in accordance with the applicable SEC requirements; (v) reviewing and discussing with management and the independent auditors the annual audited financial statements and quarterly unaudited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to filing the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, respectively, with the SEC; and (vi) establishing the hiring policies for any employees or former employees of the Company's independent auditors;

- (f) At least annually, to obtain and review a report by the independent auditor describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Company;
- (g) At least annually, to evaluate the qualifications, performance and independence of the Company's independent auditors, which evaluation should include the review and evaluation of the lead partner of the independent auditor, taking into account the opinions of management and the internal auditors (or other personnel responsible for the internal audit function). In addition to assuring the regular rotation of the lead audit partner as required by law, the Audit Committee will further consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm itself and, taking into account its overall evaluation, will make recommendations to the Board of Directors regarding the replacement or termination of the independent auditors;
- (h) Directing the Company's independent auditors to review before filing with the SEC the Company's interim financial statements included in Quarterly Reports on Form 10-Q, using professional standards and procedures for conducting such reviews;
- (i) Conducting a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements provided to management by the independent auditors, any audit problems or difficulties,

including any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management, and management's response;

- (j) Reviewing and discussing before release the unaudited quarterly operating results in the Company's quarterly earnings release, including the type and presentation of information (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information) and reviewing before providing financial information and earnings guidance to analysts and ratings agencies;
- (k) Review analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements;
- (l) Overseeing compliance with the requirements of the SEC for disclosure of auditor's services and audit committee members, member qualifications and activities;
- (m) The Audit Committee shall ensure that the Company appoint an employee with appropriate training and experience in managing compliance programs and conducting investigations to serve as the Company's Chief Compliance Officer (the "CCO"). The CCO shall have an independent parallel reporting relationship to the Audit Committee and the Audit Committee shall receive from the CCO regular reports on the strategy, adequate resourcing, operations and effectiveness of the corporate ethics and compliance program for the Company. The CCO shall be invited to attend all Audit Committee meetings and shall meet in executive session with the Audit Committee regularly;
- (n) Establishing procedures for the receipt, retention and treatment of complaints and concerns regarding accounting, internal accounting controls, auditing or other matters in accordance with SEC rules and regulations, including the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters;
- (o) Reviewing the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements;
- (p) Reviewing, in conjunction with counsel and the auditors, as necessary, any legal or regulatory matters that could have a significant effect on the Company's financial statements;
- (q) Providing oversight and review at least annually of the Company's risk management policies, including its investment policies, and review the terms and scope of, and approve, the annual renewal of the Company's directors' and officers' insurance coverage;
- (r) Reviewing the performance of the independent auditors and ensuring that the independent auditors are accountable directly to the Audit Committee;
- (s) Ensuring receipt from the independent auditors of a formal written statement delineating between the auditor and the Company, consistent with

Independence Standards Board Standard 1, as well as actively engaging in a dialog with the independent auditors with respect to any disclosed relationships or services that may affect the objectivity and independence of the independent auditor;

- (t) If necessary, instituting special investigations and, if appropriate, hiring independent counsel, other advisors or experts, as the Audit Committee determines is necessary to carry out its duties;
- (u) Reviewing and approving related party transactions for potential conflicts of interest;
- (v) Reviewing and reassessing the adequacy of this formal written charter on an annual basis;
- (w) Performing other oversight functions as requested by the full Board of Directors;
- (x) Requiring the Company's independent auditors to confirm each year that the audit scope included review of the Company's stock option granting process;
- (y) The Audit Committee shall appoint a Company employee as director (or vice president) of Internal Audit who will report directly to the Audit Committee, communicate regularly with the Audit Committee, be invited to attend all Audit Committee meetings, and meet at least quarterly with the Audit Committee; and
- (z) The Audit Committee shall annually review its own performance.

In addition to the above responsibilities, the Audit Committee will undertake such other duties as the Board of Directors delegates to it, and will report, at least annually, to the Board of Directors regarding the Audit Committee's examinations and recommendations.

MEETINGS

The Audit Committee will meet at least four times each year. The Audit Committee may establish its own schedule that it will provide to the Board of Directors in advance.

The Audit Committee will meet separately with the Chief Executive Officer and separately with the Chief Financial Officer of the Company and the internal auditors (or persons responsible for the internal audit function) at such times as are appropriate to review the financial affairs of the Company. The Audit Committee will meet separately with the independent auditors of the Company, at such times as it deems appropriate, to review the independent auditor's examination and management report and to otherwise fulfill its responsibilities under this charter.

REPORTS

The Audit Committee will record its summaries of recommendations to the Board of Directors in written form that will be incorporated as a part of the minutes of the meeting of the Board of Directors at which those recommendations are presented.

MINUTES

The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.