

**CHARTER OF  
THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
JUNIPER NETWORKS, INC.**

**(As amended on October 6, 2009)**

**PURPOSE**

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors of Juniper Networks, Inc. (the "Committee") shall be to seek and recommend to the Board of Directors nomination of qualified candidates for election to the Board of Directors and to oversee Board governance, including establishing and ensuring compliance with the Company's Corporate Governance Standards. In addition, the Committee will seek qualified candidates to fill vacancies on the Board of Directors, if any, after consultation with and subject to appointment by the Board of Directors. In addition, the Committee shall conduct an annual evaluation of the Board of Directors.

**RESPONSIBILITIES**

- The Committee will determine annually desired board qualifications, expertise and characteristics, consistent with any criteria approved by the Board of Directors, and conduct searches for potential board members with corresponding attributes.
- The Committee shall annually evaluate and propose nominees for election to the Board of Directors.
- In performing these tasks the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, and approve the fees and other terms of such engagements.
- To determine a policy regarding the review and consideration of candidates who are recommended by stockholders of the Company.
- Review the disclosure in the Company's proxy statement regarding the Committee's policy and procedures regarding stockholder communications with the Board and recommendations of Board candidates.
- The Committee shall establish, annually review and from time to time revise, if it deems it appropriate, the Company's Corporate Governance Standards, and recommend approval of the Company's Corporate Governance Standards to the Board of Directors. The Committee shall establish and review annually a training program for directors regarding equity award practices.
- The Committee shall have the authority to obtain advice and assistance from internal or outside legal, accounting or other advisors as such body deems necessary or appropriate to carry out its duties.

- The Committee shall oversee the evaluation of the Board of Directors (and management if delegated to the Committee by the Board of Directors) and the Committee shall establish a process for the board of directors and its committees to conduct a self assessment. The Committee shall complete a self assessment at least annually.
- The Committee may form and delegate authority to subcommittees when appropriate.

## **MEMBERSHIP**

The Committee will consist of a minimum of two members appointed by the Board of Directors, all of which meet the independence requirements of the NYSE. The members of the Committee will be appointed by and serve at the discretion of the Board of Directors.

## **MEETINGS**

Meetings of the Committee will be held at least once annually to evaluate and make recommendations to the Board of Directors of qualified candidates to be nominated by the Board of Directors for election to the Board of Directors at the Annual Meeting of Stockholders. Other meetings of the Committee will be held, from time to time, as the members of the Committee or Board of Directors determine are appropriate, but in no event will the Committee meet less than three (3) times per year.

## **REPORTS**

The Committee will provide written reports to the Board of Directors regarding: (a) nominations for election or appointment to the Board of Directors; (b) annual evaluation of the Board and (c) such other reports as may be necessary or required.

## **MINUTES**

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