

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

**(As amended on November 12, 2015)**

**PURPOSE**

The purpose for the Stock Committee (the "Stock Committee") of the Board of Directors of Juniper Networks, Inc. (the "Company") shall be to review and approve the grant of certain equity and cash-based awards to employees and consultants of the Company and its subsidiaries, in each case, who are not Section 16 reporting officers.

**MEMBERSHIP**

The Stock Committee shall consist of the Company's Chief Executive Officer, the Company's Chief Financial Officer and one non-employee director.

**RESPONSIBILITIES**

(a) The Stock Committee is authorized to grant rights to acquire equity or cash (an "award"), including, but not limited to, restricted stock, stock options, restricted stock units, performance share awards or dividend equivalents, under the Company's 2015 Equity Incentive Plan or other stock option or equity plans of the Company (each, a "Plan," and collectively referred to herein as the "Plans") to employees and consultants of the Company and its subsidiaries, in each case, who are not Section 16 reporting officers. In addition, the Stock Committee is authorized to determine the terms and conditions of such awards consistent with the terms of this charter, the applicable Plan, and applicable law. Such terms and conditions may include, but are not limited to, the time or times when awards vest or may be exercised (which may be based on performance criteria), any vesting acceleration or waiver of forfeiture restrictions and any restriction or limitation regarding any award or the shares or cash relating thereto. Notwithstanding the foregoing: (i) the total number of shares underlying options granted during any calendar year may not exceed 32 million shares (or if greater, the annual run rate for equity grants approved by the Board of Directors or the Compensation Committee of the Board of Directors for that calendar year, less any grants made by, or reserved for future grants by, the Board of Directors or other committees thereof that are included in such run rate limitation); (ii) no single award to an individual shall exceed 300,000 shares; and (iii) the exercise price of stock options granted by the Stock Committee shall be not less than the Fair Market Value, as defined in the applicable Plan, or, with respect to options granted to foreign employees, the exercise price shall be determined in accordance with the terms of the Plan(s) then in effect and applicable law (which may require fair market value to be determined based on an average or other mechanism).

(b) All approvals of option grants by the Stock Committee shall be made at a meeting, which may be either in-person or telephonic, and not by unanimous written consent. The Stock Committee may take action at a meeting by a majority of the Stock Committee. In the case of any action by written consent by the Stock Committee for any matter other than the approvals of option grants, (i) all signatures shall be accompanied by the date of such signature (or if approved by means of email or other form of writing, that such communication bear or reflect the date of such communication) and (ii) signatures of Stock Committee

members may not be affixed to a written consent by means of a stamp or other facsimile signature (such restriction shall not be deemed to limit the use of digital signatures or email approvals nor is intended to prevent reliance on a fax of a manually signed consent).

In addition to the above responsibilities, the Stock Committee will undertake such other duties as the Board of Directors delegates to it.

### **MEETINGS**

The Stock Committee will meet at least one time each month. The Stock Committee may establish its own schedule that it will provide to the Board of Directors in advance.

### **REPORTS**

The Stock Committee shall provide on a quarterly basis to the Board of Directors a report summarizing the Company's granting activity for the preceding fiscal quarter; provided however, that if such a report is provided by the Company to the Board of Directors this obligation shall be deemed fulfilled.

### **MINUTES**

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