

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

(As amended on August 14, 2019)

PURPOSE

The primary purpose of the Compensation Committee (the "Compensation Committee") of the Board of Directors of Juniper Networks, Inc. (the "Company") consists of (i) reviewing and approving executive officer compensation plans, policies and programs, (ii) evaluating the performance of the Chief Executive Officer (the "CEO") against the goals and objectives set by the Compensation Committee, (iii) reviewing and approving the overall equity award practices of the Company, (iv) reviewing and recommending non-employee director compensation, and (v) reviewing and approving any disclosures, as required by applicable law.

MEMBERSHIP

The Compensation Committee will consist of at least two members of the Board of Directors. The Chairperson and the other members of the Compensation Committee shall be appointed annually by, and serve at the discretion of, the Board of Directors, following the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors, and shall meet the following requirements, as well as any requirements promulgated by the Securities and Exchange Commission (the "SEC") now or in the future:

(a) Each member will be independent, as defined by the rules of the New York Stock Exchange ("NYSE") and any rule or regulation prescribed by the SEC now or in the future;

(b) Each member will meet the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); and

(c) At least two members will meet the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended to the extent required thereunder to preserve deductibility of executive compensation.

RESPONSIBILITIES

In addition to other duties and responsibilities as the Board of Directors may delegate to the Compensation Committee from time to time, responsibilities of the Compensation Committee shall include:

Executive Officer Performance and Compensation

(a) Not less than annually, review and approve for the CEO, the other executive officers of the Company and such other senior leaders of the Company designated by the Compensation Committee, (i) base salaries, (ii) incentive bonuses, including the specific goals, objectives and amount, (iii) equity-based compensation, including specific goals,

objectives and amount, (iv) employment agreements, severance arrangements, and change in control agreements/provisions, and (v) any other benefits, perquisites, compensation or arrangements.

(b) Annually, evaluate the performance of the CEO in light of established goals and objectives with input from the other independent directors, and take such evaluation into account in determining the compensation of the CEO for the following year.

(c) Consider and approve any promotions to, or offers of employment for, along with related compensation levels to, executive officer or senior leader level positions.

(d) Annually, select and retain an independent consultant, in its sole discretion and at the expense of the Company, to provide independent advice related to the discharge of the Compensation Committee's duties hereunder.

(e) Periodically evaluate the competitiveness of (i) the compensation of the CEO and the executive officers of the Company, and (ii) the Company's overall compensation plans, including reviewing and approving comparator group(s) (e.g., direct competitors and survey sources) for benchmarking compensation levels and pay practices, as well as performance, for the CEO and executive officers with such a review occurring on at least an annual basis.

(f) Recommend to the Board of Directors for approval or amendment any executive officer incentive compensation and equity-based plans for which such approval is required.

(g) Review and approve the implementation or revision of any compensation recoupment, "clawback" or similar policy allowing or requiring the Company to recoup compensation paid to executive officers and other employees, and be responsible for the oversight and administration of any such policies.

Equity Policies Generally

(h) Review and approve at least annually the Company's general guidelines for the number and types of equity awards offered to the Company's different salary grades (it being understood that such guidelines permit the Company to establish policies and procedures for the approval by the Company's management of awards below or in excess of the number or type of equity awards referenced in such guidelines to individual employees and consultants and that such deviations shall not require approval by the Compensation Committee).

(i) Review and approve at least annually the Company's policy regarding the frequency and schedule for equity awards to employees and consultants.

(j) Review and approve the annual equity award budget (i.e., equity burn-rate) under the Company's 2015 Equity Incentive Plan.

(k) (i) Grant equity and cash awards to employees, directors, and consultants to the extent permitted, and in accordance with the terms of, the Company's 2015 Equity Incentive Plan and any other stock option or equity plans of the Company (each, a "Plan"), with such authority to be in addition to, and not in limitation of, the authority of

the Board of Directors or the Stock Committee of the Board of Directors to grant equity and cash awards, (ii) determine the terms and conditions of such awards, and (iii) amend, cancel, correct or otherwise modify equity and cash awards granted or otherwise made under any Plan.

Non-Employee Director Compensation

(l) Annually and with the assistance of an independent compensation consultant, review the compensation of the non-employee members of the Board of Directors, including the amount and type of compensation, and submit any recommendations for changes to the Board of Directors, including reviewing and approving competitor group(s) (e.g. direct competitors and survey sources) for benchmarking director compensation levels and pay practices.

Compensation Risk Assessment

(m) Review, evaluate and determine annually the relationship between risk and compensation programs and practices of the Company as specified pursuant to Item 402(s) of Regulation S-K promulgated by the SEC.

Disclosure

(n) Produce the Report of the Compensation Committee required by the rules and regulations of the SEC to be included in the Company's annual report on Form 10-K or annual proxy statement.

(o) Review and discuss with the Company's executive officers and other members of management, including members of the Company's Human Resources department, outside counsel and any outside compensation consultants, the disclosure regarding the Company's compensation policies, programs and practices for named executive officers (the "CD&A") prepared for inclusion in the Company's annual proxy statement or where otherwise required to be filed with the SEC, and based on such review and discussion recommend to the Board whether such CD&A disclosure should be included in the Company's annual proxy statement or such other filing with the SEC.

(p) Review and recommend to the Board of Directors for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation, and review and approve the proposal regarding stockholder advisory votes on executive compensation and proposal regarding the frequency of such votes to be included in the Company's proxy statement.

(q) Review and consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act and other material feedback obtained through the Company's ongoing stockholder outreach.

Other Responsibilities

(r) Review and recommend to the Board of Directors stock ownership guidelines for the Company's CEO, other executive officers and non-employee directors and monitor compliance with such guidelines.

(s) Review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board of Directors for approval.

(t) Annually, review its own performance.

(u) Periodically report to the Board of Directors on the actions and deliberations of the Compensation Committee, which report will be incorporated as a part of the minutes of the meeting of the Board of Directors.

(v) Periodically review the Company's programs and practices related to executive workforce diversity and the administration of executive compensation programs in a non-discriminatory manner.

SUBCOMMITTEES

The Compensation Committee may form and delegate authority to subcommittees or the Chair of the Compensation Committee when it deems appropriate. To the extent permitted by applicable law, the Compensation Committee may also delegate administrative authority under any Plan to one or more executive officers consistent with any limitation set forth in the applicable Plan.

COMMITTEE RESOURCES

The Compensation Committee shall have the authority, in its sole discretion, to retain or obtain the advice of and assistance from and terminate any compensation consultant or any external legal counsel, accounting or other advisors (collectively, "Advisors") to be used by the Compensation Committee to assist in the evaluation of CEO or executive officer compensation or in the performance of the Compensation Committee's other duties and responsibilities. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Compensation Committee. The Compensation Committee shall determine, and the Company shall provide, appropriate funding for payment of reasonable compensation of any Advisor retained by the Compensation Committee. The Compensation Committee shall annually evaluate whether any compensation consultant it retains has any conflict of interest in accordance with Item 407(e)(3)(iii) of Regulation S-K. Before selecting any Advisor, the Compensation Committee shall take into consideration all factors relevant to that person's independence from the Company's management, including the factors described in NYSE Listed Company Manual Section 303A.05(c)(iv).

Nothing herein shall be construed (a) to require the Compensation Committee to implement or act consistently with the advice or recommendation of any Advisor or (b) to affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties and responsibilities.

MEETINGS

The Compensation Committee shall meet as often as may be deemed necessary or appropriate in its judgment, but no less than three times each year, either in person or telephonically. The Compensation Committee may also act by unanimous written consent in its discretion. In the case of any action by written consent of the

Compensation Committee, (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 Compensation 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). The Compensation Committee may invite members of the Company's management to attend its meetings as appropriate. However, the CEO may not be present during any portion of a Compensation Committee meeting in which deliberation or any vote regarding his or her compensation occurs.

MINUTES

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