

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

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 ensure oversight of the Board and 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 and conduct searches for potential board members with corresponding attributes.
- The Committee shall 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.
- To determine a policy regarding the acceptance and review of candidates who are recommended by shareholders 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.

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 Nasdaq stock market. 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.

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.

