

**Juniper Networks, Inc.**  
**Corporate Governance Standards**  
**(As amended on February 27, 2007)**

The Board of Directors (the "Board") of Juniper Networks, Inc. (the "Company") has established the following guidelines for the conduct and operation of meetings and deliberations of the Board. These guidelines will be reviewed periodically and are subject to future refinement or changes as the Board may find necessary or advisable.

**General**

Over the course of the Company's history, the Board has developed corporate governance practices to help fulfill its responsibilities to the stockholders to oversee the work of management and the Company's business results. These guidelines ensure that the Board will have the necessary authority and practices in place to review and evaluate the Company's business operations as needed and to make decisions that are independent of the Company's management. They are also intended to align the interests of directors and management with those of the Company's stockholders.

Each director owes a duty of loyalty to the Company and is expected to act in the best interests of the Company and its stockholders as a whole.

**Board Composition and Selection; Independent Directors**

- 1. Board Size.** The Board currently has nine members. The Board believes that nine is an appropriate size based on the Company's circumstances. The Board periodically evaluates whether a larger or smaller slate of directors would be preferable.
- 2. Selection of Board Members.** The Board is a classified board with three classes, with the members of each class serving for a three year term. Each year at the Company's annual meeting, the Board recommends a slate of directors for election by stockholders. The Board's recommendations are based on its determination (using advice and information supplied by the Nominating and Corporate Governance Committee) as to the suitability of each individual, and the slate as a whole, to serve as directors of the Company, taking into account the membership criteria discussed below.

The Board may fill vacancies in existing or new director positions. Such directors elected by the Board serve only until the next election of directors for the applicable class.

- 3. Board Membership Criteria.** The Nominating and Corporate Governance Committee works with the Board on an annual basis to determine the appropriate characteristics, skills and experience for the Board as a group and as to its individual members. In evaluating the suitability of individual candidates for Board membership, the Nominating and Corporate Governance Committee and Board take into account many factors, including general understanding of the industry, sales and marketing, finance and other elements relevant to the success of a large publicly-traded company in today's business environment, understanding of the Company's business on a technical level, and educational and professional background. The Nominating and Corporate Governance Committee and the Board evaluate each individual

in the context of the membership of the Board as a group, with the objective of having a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in the various areas. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee also considers the director's past attendance at meetings and participation in and contributions to the activities of the Board.

**4. Board Composition – Mix of Management and Independent Directors.** At such time as all directors' positions are filled, at least a majority of its directors shall be independent directors. In determining the independence of a director, the Board will be guided by the definitions of "independent director" included in pertinent listing standards of the Nasdaq Stock Market and any requirements of the Securities and Exchange Commission.

**5. Term Limits.** The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company's history, policies and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and nomination process described in these guidelines.

**6. Retirement Policy.** The Board believes that 75 is an appropriate retirement age for outside directors, and no individual will be eligible to be nominated or re-nominated for director after his or her 72<sup>nd</sup> birthday.

**7. Directors with Significant Job Changes.** The Board believes that any director who retires from his or her present employment, or who materially changes his or her position, should tender resignation to the Board. The Board, and specifically the Nominating and Corporate Governance Committee, would then evaluate whether the Board should accept the resignation based on a review of whether the individual continues to satisfy the Board's membership criteria in light of his or her new occupational status.

**8. Selection of CEO and Chairman.** The Board selects the Company's CEO and Chairman in the manner that it determines to be in the best interests of the Company's stockholders.

**9. Limitation on Other Board Service.** The Board does not believe that its members should be prohibited from serving on boards and/or committees of other organizations. No director may serve on more than five publicly traded company boards, including the Company's Board (for avoidance of doubt, there is no specific limitation on service on the Boards of non-profit organizations or privately held companies). Without specific approval from the Board, the Company's CEO may serve on no more than three public company boards (including the Company's Board). However, notwithstanding these maximum limits, the Nominating and Corporate Governance Committee and the full Board will take into account the nature of and time involved in a director's service on other boards in evaluating the suitability of individual

directors and making its recommendations to Company stockholders. Service on boards and/or committees of other organizations should be consistent with the Company's conflict of interest policies.

### **Board Meetings; Involvement of Senior Management**

**10. Board Meetings – Agenda.** The Chairman of the Board and CEO, taking into account suggestions from other members of the Board, will set the agenda for each Board meeting, and will distribute this agenda in advance to each director.

**11. Advance Distribution of Materials.** All information and data that is relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting where feasible should be distributed in writing or electronically to all members of the Board in advance of the meeting. This will help facilitate the efficient use of time at Board meetings to deliberate and make decisions on key Company issues. In preparing this information, Management should ensure that the materials being distributed are as concise as possible while giving directors sufficient information to make informed decisions. The Board acknowledges that certain items to be discussed at Board meetings are of an extremely sensitive nature and that the distribution of materials on these matters prior to Board meetings may not be appropriate.

**12. Access to Employees.** The Board should have access to Company employees in order to ensure that directors can ask all questions and glean all information necessary to fulfill their duties. The Board may specify a protocol for making such inquiries. Management is encouraged to invite Company personnel to any Board meeting at which their presence and expertise would help the Board to have a full understanding of matters being considered.

**13. Lead Director; Executive Sessions of Independent Directors.** The independent directors shall appoint a Lead Director who shall serve in that capacity until such time as his term is up or another director is appointed Lead Director. The independent directors of the Company will meet periodically in executive session, i.e., with no management directors or management present. Executive sessions of the independent directors will be called and chaired by the Lead Director. These executive session discussions may include such topics as the independent directors determine, but any actions by the Board generally should be taken separately at a Board meeting.

### **Performance Evaluation; Succession Planning**

**14. Annual CEO Evaluation.** The Compensation Committee, with input from the independent directors, shall conduct a review at least annually of the performance of the CEO. The Compensation Committee shall establish the evaluation process and determines the specific criteria on which the performance of the CEO is evaluated.

**15. Succession Planning.** The independent directors shall work with the CEO to plan for CEO succession, as well as to develop plans for interim succession for the CEO in the event of

an unexpected occurrence. Succession planning may be reviewed more frequently by the Board as it deems warranted. In addition to the succession planning annual report, there should be at the same time a report on management development by the CEO. The independent directors shall provide input on the succession planning review to the Compensation Committee for it to take into account as part of its annual CEO evaluation.

**16. Board Self-Evaluation.** The Nominating and Corporate Governance Committee is responsible for conducting an annual evaluation of the performance of the full Board and to report its conclusions to the Board. The Nominating and Corporate Governance Committee's report should generally include an assessment of the Board's compliance with the principles set forth in these guidelines, as well as identification of areas in which the Board could improve its performance.

## **Compensation**

**17. Board Compensation Review.** Company management should report to the Board on an annual or other basis, as determined by the Board as to how the Company's director compensation practices compare with those of other comparable public corporations. The Board should make changes in its director compensation practices only upon the recommendation of the Compensation Committee, subsequent discussion and unanimous concurrence by the full Board.

## **Committees**

**18. Number and Type of Committees.** The Board has three committees – an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The Board may add new committees or remove existing committees as it deems advisable for purposes of fulfilling its primary responsibilities. Each committee will perform its duties as assigned by the Board of Directors in compliance with the applicable committee charter and Company bylaws. These may be described briefly as follows:

Audit Committee. The Audit Committee reviews the work of the Company's internal accounting and audit processes and the work of the Company's independent auditors. The committee has the authority and responsibility to appoint the Company's independent auditors. The internal audit function reports directly to the Audit Committee.

Compensation Committee. The Compensation Committee stays informed as to market levels of compensation and, based on evaluations, recommends to the Board compensation levels, bonus plans (if any) and stock option awards for the Company's purposes. Compensation of the Chief Executive Officer and other Section 16 reporting officers will be determined by the Compensation Committee or, in the event of the unavailability of the Compensation Committee, by a majority of the independent directors. The Compensation Committee also makes recommendations for approval by the full Board of any compensation for members of the Board. The Compensation Committee is also authorized to approve equity awards to employees and consultants.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee is responsible for recommending to the Board individuals to be nominated as directors. This includes evaluation of new candidates as well as evaluation of current directors. This committee also performs other duties as are described in these guidelines, including the evaluation of the Board's performance.

Stock Committee. In addition to the foregoing Board Committees, the Board has delegated certain authority to a Stock Committee comprised of officers and directors. The Stock Committee is authorized to approve equity awards to non-Section 16 reporting employees and consultants within certain limitations established by the Board of Directors.

**19. Composition of Committees; Committee Chairpersons.** Each of the Audit, Compensation and Nominating and Corporate Governance committees consists solely of independent directors. The Board is responsible for the appointment of committee members and committee chairpersons according to criteria that it determines to be in the best interest of the Company and its stockholders. The Board may and expects that it will rotate committee memberships among the independent directors as appropriate depending on the then make-up of the Board.

**20. Board Interaction with Institutional Investors, the Press, etc.** The Board believes that management speaks for the Company. Individual members of the Board may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is expected that Board members will do so only with the knowledge of management, and in most instances, at the request of management. The Company's directors should not accept any gift of value which indicates an intent to influence improperly the normal business relationship between the Company and any supplier, customer or competitor.

**21. Selection and Rotation of Audit Firm and Partner.** It is the responsibility of the Audit Committee to appoint the independent auditors and oversee the engagement and work of the independent auditors. Unless applicable law requires a shorter period, it is the Company's policy that the partner responsible for the audit shall be rotated after five years. The Company's policy is to not rotate its independent audit firm based on any fixed schedule.

**22. Assistance and Advice.** The Board and each Committee of the Board has 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.