

**AMENDED AND RESTATED CHARTER
OF THE AUDIT COMMITTEE CHARTER OF THE BOARD OF DIRECTORS OF
JUNIPER NETWORKS, INC.**

PURPOSE

The purpose for the Audit Committee of the Board of Directors of Juniper Networks, Inc. shall be:

(a) To assist the Board of Directors in oversight and monitoring of (i) the integrity of the Company's financial statements, (ii) the Company's compliance with legal and regulatory requirements, (iii) the independent auditor's qualifications, independence and performance, (iv) the Company's internal accounting and financial controls, improvements made or to be made in such controls; and (v) the internal audit function.

(b) To prepare the report required in the annual proxy statement as set forth in the rules of the SEC;

(c) To make such examinations as are necessary to monitor the corporate financial reporting and external audit requirements of Juniper Networks, Inc. and its subsidiaries (the "Company");

(d) To provide to the Board of Directors the results of its monitoring and examining and recommendations derived therefrom;

(e) To appoint the independent auditors, determine and approve the auditing fees, and oversee the engagement and work of the independent auditors;

(f) To provide to the Board of Directors such additional information and materials as it may deem necessary to make the Board of Directors aware of significant financial matters that require its attention; and

(g) To undertake those specific duties and responsibilities described in this charter as well as such other duties as the Board of Directors from time to time prescribe.

The Committee has the authority to obtain advice and assistance from outside legal, accounting or other advisors as the Committee deems necessary to carry out its duties, and the Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to the outside legal, accounting or other advisors employed by the Committee.

MEMBERSHIP

The Audit Committee will consist of at least three members of the Board of Directors, each of whom will be appointed by and serve at the discretion of the Board of Directors and shall meet the following requirements, as well as any requirements promulgated by the SEC now or in the future:

(a) Each member will be independent, as defined by Nasdaq Rule 4200 and any rule or regulation prescribed by the SEC;

(b) Each member will be able to read and understand fundamental financial statements, in accordance with Nasdaq Audit Committee requirements;

(c) At least one member will qualify (as determined by the Board) as a “financial expert” as defined in regulations promulgated by the SEC and the Nasdaq stock market.

RESPONSIBILITIES

The responsibilities of the Audit Committee shall include:

(a) Overseeing the internal audit function and reviewing, on a continuing basis, the adequacy of the Company's system of internal controls, including meeting periodically with the Company's management and the independent auditors to review the adequacy of such controls and to review before release the disclosure regarding such system of internal controls required under SEC rules to be contained in the Company's periodic filings and the attestations or reports by the independent auditors relating to such disclosure;

(b) Appointing, compensating and overseeing the work of the independent auditors (including resolving disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work;

(c) Pre-approving audit and permissible non-audit services provided to the Company by the independent auditors (or subsequently approving permissible non-audit services in those circumstances where a subsequent approval is necessary and permissible). . The pre-approval of permissible non-audit services to be performed by the independent auditors may be delegated by the Committee to one or more Committee members;

(d) The Audit Committee shall have the sole authority to approve the hiring and firing of the independent auditors, all audit engagement fees and terms and all non-audit engagements, as may be permissible, with the independent auditors;

(e) Reviewing and providing guidance with respect to the external audit and the Company's relationship with its independent auditors by (i) reviewing the independent auditors' proposed audit scope, approach and independence; (ii) obtaining on a periodic basis a statement from the independent auditors regarding relationships and services with the Company which may impact independence and presenting this statement to the Board of Directors, and to the extent there are relationships, monitoring and investigating them; (iii) discussing with the Company's independent auditors the financial statements and audit findings, including any significant adjustments, management judgments and accounting estimates, significant new

accounting policies and disagreements with management and any other matters described in SAS No. 61, as may be modified or supplemented; (iv) reviewing reports submitted to the audit committee by the independent auditors in accordance with the applicable SEC requirements; (v) reviewing and discussing with management and the independent auditors the annual audited financial statements and quarterly unaudited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to filing the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, respectively, with the SEC; and (vi) establishing the hiring policies for any employees or former employees of the Company's independent auditors.

(f) Directing the Company's independent auditors to review before filing with the SEC the Company's interim financial statements included in Quarterly Reports on Form 10-Q, using professional standards and procedures for conducting such reviews;

(g) Conducting a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements provided to management by the independent auditors;

(h) Reviewing before release the unaudited quarterly operating results in the Company's quarterly earnings release;

(i) Overseeing compliance with the requirements of the SEC for disclosure of auditor's services and audit committee members, member qualifications and activities;

(j) Reviewing, approving and monitoring the Company's Worldwide Code of Business Conduct and Ethics;

(k) Establishing procedures for the receipt, retention and treatment of complaints and concerns regarding accounting, internal accounting controls, auditing or other matters in accordance with SEC rules and regulations;

(l) Reviewing, in conjunction with counsel, any legal matters that could have a significant effect on the Company's financial statements;

(m) Providing oversight and review at least annually of the Company's risk management policies, including its investment policies;

(n) Reviewing the performance of the independent auditors and ensuring that the independent auditors are accountable to the directly to the Audit Committee;

(o) Ensuring receipt from the independent auditors of a formal written statement delineating between the auditor and the Company, consistent with Independence Standards Board Standard 1, as well as actively engaging in a dialog with the independent auditors with respect to any disclosed relationships or services that may affect the objectivity and independence of the independent auditor;

(p) If necessary, instituting special investigations and, if appropriate, hiring special counsel or experts to assist;

(q) Reviewing and approving related party transactions for potential conflicts of interest;

(r) Reviewing and reassessing the adequacy of this formal written charter on an annual basis; and

(s) Performing other oversight functions as requested by the full Board of Directors.

In addition to the above responsibilities, the Audit Committee will undertake such other duties as the Board of Directors delegates to it, and will report, at least annually, to the Board of Directors regarding the Committee's examinations and recommendations.

MEETINGS

The Audit Committee will meet at least four times each year. The Audit Committee may establish its own schedule that it will provide to the Board of Directors in advance.

The Audit Committee will meet separately with the Chief Executive Officer and separately with the Chief Financial Officer of the Company at such times as are appropriate to review the financial affairs of the Company. The Audit Committee will meet separately with the independent auditors of the Company, at such times as it deems appropriate, to review the independent auditor's examination and management report and to otherwise fulfill its responsibilities under the charter.

REPORTS

The Audit Committee will record its summaries of recommendations to the Board of Directors in written form that will be incorporated as a part of the minutes of the meeting of the Board of Directors at which those recommendations are presented.

MINUTES

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