

**CHARTER OF THE
COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
INFINERA CORPORATION**

As revised July 28, 2015

PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Infinera Corporation (the “Company”) shall be to discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (“CEO”) and executive officers.

The Committee is also responsible for overseeing Company compensation plans, recommending Board compensation plans, administering the Company’s various equity-based compensation plans, overseeing administration of employee-benefit plans, and overseeing preparation of the annual Compensation Committee report on executive compensation for inclusion in the Company’s proxy statement.

MEMBERSHIP AND ORGANIZATION

The Committee and its chairperson will be appointed by, and will serve at the discretion of, the Board. The Committee shall consist of at least two members of the Board. The members of the Committee shall meet the (i) independence requirements of the listing standards of the NASDAQ Stock Market (“NASDAQ”) as defined under applicable NASDAQ rules and the rules and regulations of the Securities and Exchange Commission, (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the “Act”), and (iii) outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended. Members of the Committee shall serve until their successors are duly elected and qualified or their earlier resignation or removal.

AUTHORITY REGARDING RESOURCES

The Committee may request any officer or employee of the Company or the Company’s outside counsel to attend a Committee meeting. The Committee has the right, in its sole discretion, at any time to retain or obtain advice, reports or opinions from external counsel, compensation and other advisors (each, a “Compensation Advisor”) as well as internal counsel, and in each case as it deems necessary or appropriate to assist it in the full performance of its functions. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Advisor retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Advisor retained by the Committee. Before selecting or receiving advice

from a Compensation Advisor, the Committee shall consider such factors as may be required by NASDAQ rules or the applicable rules of the SEC with respect to the independence of the Compensation Advisor.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

- Initially, and at least annually thereafter, determine the salary, bonus, equity compensation and any other compensatory arrangements (including, without limitation, perquisites and any other form of compensation) of the CEO, based on evaluating his or her performance and other relevant criteria as determined by the Committee. The CEO may not be present during voting or deliberations regarding his or her compensation.
- In consultation with the CEO, initially, and at least annually, review and approve the salary, bonus, equity compensation and any other compensatory arrangements (including, without limitation, perquisites and any other form of compensation) for any individual who is, or is soon expected to be, designated an “officer” of the Company under Rule 16a-1(f) of the Act (the “Executive Officer”).
- Approve or recommend severance and termination packages for the CEO and Executive Officers, including change of control and similar provisions.
- To the extent it deems necessary, review and make recommendations to the Board with respect to the Company’s incentive compensation plans.
- Review and make recommendations to the Board regarding compensation of the Board and Board committee members.
- Review and comment on the Compensation Discussion & Analysis (the “CD&A”), and if appropriate, recommend to the Board whether the CD&A should be included in the Company’s proxy statement, and oversee preparation of the annual Compensation Committee report for inclusion in the Company’s proxy statement.
- Act as Administrator (as defined therein) of the Company’s equity plans or any other similar plans. In its administration of the plans, the Committee may (i) grant stock options and other equity-based awards to individuals eligible for such grants (including the CEO and Executive Officers but excluding the non-employee members of the Board), and (ii) amend any stock options outstanding under the plans. The Committee shall also make recommendations to the Board with respect to

amendments to Company equity compensation plans and changes in the number of shares subject to such plans.

- Oversee the administration of other material employee benefit plans of the Company, including the Company's 401(k) plan.
- At least once a year, consider and review performance goals and incentive awards, and the overall coverage and composition of the Company's compensation plans.
- Review and assess on an annual basis the potential risk to the Company from its compensation program and policies, including incentive and commission plans.
- Annually review and reassess the adequacy of the Committee's charter, structure and process, and recommend any proposed changes to the Board for approval.
- Annually review the Committee's own performance and report to the Board on the results of the review.
- Perform such other functions as assigned by law, the Company's charter and bylaws, or the Board.

MEETINGS

It is anticipated that the Committee will meet at least twice each year and more frequently as the Committee, in its discretion, deems it desirable to do so. The Committee may establish its own schedule, which it will provide to the Board in advance.

MINUTES

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

REPORTS

The Committee will summarize its examinations and recommendations to the Board as may be appropriate, consistent with this charter.

DELEGATION OF AUTHORITY

The Committee may form and delegate authority to one or more subcommittees as it deems appropriate in its sole discretion. The Committee may revoke its delegation of authority at any time.