

**CHARTER OF THE  
NOMINATING AND GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
INFINERA CORPORATION**

As revised September 17, 2015

**PURPOSE**

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Infinera Corporation (the “Company”) is to ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Committee shall: (1) assist the Board by identifying prospective director nominees and to recommend to the Board director nominees; (2) develop and recommend to the Board the governance principles applicable to the Company; (3) oversee the evaluation of the Board and executive management; and (4) recommend to the Board director nominees for each Committee of the Board.

**MEMBERSHIP AND ORGANIZATION**

The Committee and its chairperson will be appointed by, and 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 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. 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 or to meet with any members of, or consultants to, the Committee. The Committee has the right at any time to obtain advice, reports or opinions from internal and external counsel and expert advisors and has the authority to hire and terminate independent legal, financial and other advisors as it may deem necessary, at the Company’s expense, without consulting with, or obtaining approval from, any officer of the Company in advance.

**DUTIES AND RESPONSIBILITIES**

The Committee shall have the following duties and responsibilities:

- Evaluate the current composition, size, organization, and governance of the Board and its committees, determine future requirements, and make recommendations to the Board for approval.

- Determine criteria for selecting new directors, including desired Board qualifications, expertise and characteristics, and conduct searches (as necessary) for potential Board candidates with corresponding attributes. Screen and recommend the selection of nominees to the Board to fill vacancies and newly created directorships. 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.
- Consider the performance of incumbent members of the Board in determining whether to recommend that they be nominated for reelection.
- Consider stockholder nominees for election to the Board.
- Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
- Oversee the Board performance evaluation process.
- Evaluate and recommend termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- Conduct a periodic review on the Company's succession planning process for the Company's executive management team besides the Chief Executive Officer (the "CEO") and report its findings and recommendations to the Board.
- Conduct a periodic review on the Company's succession planning process for the CEO, report its findings and recommendations to the Board, and assist the Board in evaluating potential successors to the CEO.
- The Committee shall develop a set of corporate governance principles to be applicable to the Company and the Board, shall periodically review and assess these principles and their application, and shall recommend any changes deemed appropriate to the Board for its consideration.
- 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**

The Governance Committee shall meet at any time and from time to time, when and as determined in its discretion. 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.