

**CHARTER OF THE
TECHNOLOGY AND ACQUISITION COMMITTEE
OF THE BOARD OF DIRECTORS OF
INFINERA CORPORATION**

As revised September 16, 2014

PURPOSE

The purpose of the Technology and Acquisition Committee (the “Committee”) of the Board of Directors (the “Board”) of Infinera Corporation (the “Company”) shall be to (i) assist the Board in evaluating acquisition, investment, joint venture and other strategic transactions in which the Company engages as part of its business strategy from time to time, (ii) provide advice and counsel on matters relating to technology and innovation, and (iii) enhance the Board’s understanding to allow for better input and direction on the Company’s strategy, progress and risks.

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 three members of the Board.

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:

- Review acquisition, investment, joint venture and other strategic transactions with the Company's management and oversee the investigation of acquisition, investment, joint venture and other strategic partner candidates by the Company.
- Review acquisition, investment, joint venture and other strategic transactions and candidates, as appropriate.
- Evaluate the execution, financial results and integration of the Company’s completed investment, acquisition, joint venture and other strategic transactions.
- Provide guidance on significant emerging technology issues that may affect the Company, its business and strategic direction.
- Provide guidance on the Company’s technology planning process.

- Provide guidance on the Company's innovation development, technology acquisitions and decision-making processes.
- Provide guidance on the Company's technology competitiveness, including the effectiveness of its technological efforts and investments in developing new products and businesses.
- Review this Charter from time to time for adequacy and recommend any changes to the Board.
- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.
- Report all of its actions to the Board and keep the Board apprised of its actions.

MEETINGS

It is anticipated that the Committee will meet periodically as necessary. 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 where appropriate. The Committee may revoke its delegation of authority at any time.