

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

As revised December 5, 2017

PURPOSE

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Infinera Corporation (the “Company”) is to:

- Oversee the accounting and financial reporting processes of the Company and audits of the financial statements of the Company;
- Assist the Board 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, and (iv) the Company’s internal accounting and financial controls;
- Provide the Company’s Board with the results of its monitoring and recommendations derived therefrom; and
- Provide to the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters that require the attention of the Board.

MEMBERSHIP AND ORGANIZATION

The members of the Committee and its chairperson will be appointed by, and will serve at the discretion of, the Board. The Committee will consist of at least three members of the Board. Members of the Committee must meet the following criteria:

- Each member shall be “independent” in accordance with applicable law, including (i) the listing standards of the NASDAQ Stock Market (“NASDAQ”) as defined under applicable NASDAQ rules and (ii) the rules and regulations of the Securities and Exchange Commission (the “SEC”);
- Each member must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement; and
- At least one member must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that results in the member’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities and shall otherwise be an “audit committee financial expert” as determined by the Board in accordance with SEC rules.

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 or independent registered public accounting firm to attend a Committee meeting or to meet with any members of, or consultants to, the Committee. The Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. 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 duties and responsibilities of the Committee shall include:

- Reviewing on a continuing basis the adequacy of the Company's system of internal controls with the Company's management and the independent registered public accounting firm to review the adequacy of such controls and reviewing 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 registered public accounting firm relating to such disclosure.
- Appointing, compensating and overseeing the work of the independent registered public accounting firm (including resolving disagreements between management and the independent registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The Committee shall have the sole authority to approve the hiring and firing of the independent registered public accounting firm, all audit engagement fees and terms and all non-audit engagements, as may be permissible, with the independent registered public accounting firm.
- Pre-approving the scope and plans for the audits and the audit fees and pre-approving all non-audit services to be performed by the independent registered public accounting firm that are not otherwise prohibited by law and any associated fees.
- Reviewing and providing guidance with respect to the external audit and the Company's relationship with its independent registered public accounting firm by (i) reviewing the independent registered public accounting firm's proposed audit scope, approach and independence; (ii) obtaining on a periodic basis a statement from the independent registered public accounting firm regarding relationships and services with the Company which may impact independence and presenting this statement to the Board, and to the extent there are relationships, monitoring and investigating them; (iii) ensuring that the independent auditors submit to the Committee on an annual basis a written statement (consistent with the annual requirements of the Public Company Accounting Oversight Board ("PCAOB")) delineating all relationships and services that may impact the objectivity and independence of the independent registered public accounting firm; (iv) reviewing reports submitted to the Committee by the independent registered public

accounting firm in accordance with the applicable SEC requirements; and (v) directing the Company's independent registered public accounting firm to take such other actions as may be necessary to comply with applicable law and listing requirements.

- Obtaining and reviewing an annual report from the independent registered public accounting firm describing (i) the independent registered public accounting firm's internal quality control procedures and (ii) any material issues raised by the recent internal quality control review, peer review, or PCAOB review, of the independent registered public accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent registered public accounting firm, and steps taken to deal with such issues.
- Periodically discussing with the independent registered public accounting firm any matters appropriate or required to be discussed under applicable accounting and auditing professional standards or applicable regulations, including auditing standards adopted by the PCAOB. These discussions shall include (i) the independent auditors' judgments about the quality, appropriateness, and acceptability of the Company's accounting principles and financial disclosure practices, as applied in its financial reporting; and (ii) the completeness and accuracy of the Company's financial statements.
- Reviewing the qualifications, independence, performance and fees of the independent registered public accounting firm on an annual basis.
- Reviewing and discussing with management and the independent registered public accounting firm 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.
- Reviewing before release the unaudited quarterly operating results in the Company's quarterly and annual earnings releases, including the use of non-GAAP financial measures, prior to disclosure.
- Discussing with the 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 required to be communicated to audit committees under generally accepted auditing standards and other legal or regulatory requirements.
- Reviewing and approving the report required to be included in the Company's proxy statement in accordance with the rules and regulations of the SEC.
- Overseeing the Company's internal audit function, reviewing its internal audit plan and assessing its performance as determined by the Committee and applicable regulations.
- Reviewing the summaries of significant findings in the reports of the internal audit function as well as resolution or remediation of such findings.

- Overseeing compliance with the requirements of the SEC for disclosure of auditor's services and Committee member qualifications and activities.
- Reviewing, approving and monitoring the Company's code of ethics for its senior financial officers, which is incorporated in the Company's Code of Business Conduct and Ethics.
- Reviewing and discussing, in conjunction with legal counsel, such other legal matters as may be appropriate in connection with the Committee's functions hereunder.
- As part of the Company's risk assessment process, providing insight to the Board related to the Company's significant financial risks and exposures, and as needed, evaluating measures management has implemented to address, monitor and control such risks.
- Reviewing and, if appropriate, approving in advance any proposed transactions involving potential conflicts of interest, including, specifically, reviewing and approving all proposed related party transactions.
- Establishing procedures for receiving, retaining and treating complaints received by the Company regarding accounting, internal accounting controls or auditing matters and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Reviewing with management and the independent registered public accounting firm any correspondence with regulators or governmental agencies and any employee complaints regarding the Corporation's financial statements or accounting policies.
- Annually reviewing and reassessing the adequacy of the Committee's charter, structure and process, and recommending any proposed changes to the Board for approval.
- Annually reviewing the Committee's own performance and reporting to the Board on the results of the review.
- Performing such other functions as assigned by law, the Company's charter and bylaws, or the Board.

MEETINGS

The Committee will meet at least quarterly, or 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.

The 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 Committee will meet separately with the independent registered public accounting firm of the Company and the head of internal audit, at such times as it deems appropriate.

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 the Committee's charter.

DELEGATION OF AUTHORITY

The Committee may form and delegate authority to one or more subcommittees as it deems appropriate in its sole discretion. In addition, the Committee may delegate to one or more designated members of the Committee the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Committee at its scheduled meetings. The Committee may revoke its delegation of authority at any time.