



COMPENSATION COMMITTEE CHARTER

(Adopted as of March 28, 2014 and effective as of the closing of the Company's initial public offering)

PURPOSE

The purpose of the Compensation Committee of the Board of Directors (the "**Board**") of Arista Networks, Inc. (the "**Company**") shall be to:

- Provide oversight of the Company's compensation policies, plans and benefits programs;
- Assist the Board in discharging its responsibilities relating to (i) oversight of the compensation of the Company's Chief Executive Officer (the "**CEO**"), the Chief Development Officer ("**CDO**") and other executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934), and (ii) approving and evaluating the executive officer compensation plans, policies and programs of the Company; and
- Assist the Board in administering the Company's equity compensation plans for its employees.

The compensation programs for the Company's executive officers shall be (i) designed to attract, motivate and retain talented executives responsible for the success of the Company, (ii) determined within a competitive framework and (iii) based on the achievement of the Company's overall financial results, individual contributions and a compensation philosophy of "pay for performance."

In furtherance of these purposes, the Compensation Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

MEMBERSHIP

The Compensation Committee members shall be appointed by, and shall serve at the discretion of, the Board. The Compensation Committee shall consist of no fewer than two members of the Board. The Board may designate one member of the Compensation Committee as its chair. The Compensation Committee may form and delegate authority to subcommittees when appropriate. Members of the Compensation Committee must meet the following criteria; *provided, however*, that the Company may avail of itself any phase-in rules applicable to newly-listed companies in connection with an initial public offering:

- Each member will be an independent director in accordance with the independence requirements of the New York Stock Exchange (the "**NYSE**");
- Each member will satisfy the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended; and
- Each member will satisfy the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Compensation Committee shall include:

Executive and Other Compensation

- Annually reviewing and approving for the CEO, CDO and the executive officers of the Company: (i) the annual base salary, (ii) the annual incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) any employment agreement, severance arrangement and change in control agreement/provision, (v) any signing bonus or payment of relocation costs and (vi) any other significant benefits, compensation or arrangements not available to employees generally. One of the Compensation Committee's objectives shall be to use compensation to align the interests of the executive officers with the long-term interests of the Company's stockholders, thereby incentivizing management to increase stockholder value;
- Reviewing and approving corporate goals and objectives relevant to the compensation of the CEO, CDO and the executive officers of the Company, evaluating performance in light thereof, and considering factors related to the performance of the Company, including accomplishment of the Company's long-term business and financial goals;
- Acting as Administrator of the Company's equity compensation plans for its employees, including the review and grant of stock option and other equity incentive grants to the Executives and other eligible individuals in the Company's service, and periodically review the Company's equity plan status, including outstanding grants, cancellations, the remaining shares available for grant under the plans and equity burn rate. The Compensation Committee may also make recommendations to the Board regarding amendments to the plans and changes in the number of shares reserved for issuance thereunder;
- Specifically, with respect to the authority as the Administrator of the Company's equity compensation plans, the Compensation Committee shall have the authority to establish an equity grant committee, consisting of the CEO and such other Company officer as the Compensation Committee may determine (the "**Equity Grant Committee**"). The Equity Grant Committee shall have the non-exclusive authority to grant equity to new hire employees below the designation of Vice President, provided that in no event shall the Equity Grant Committee grant equity awards to a member of the Equity Grant Committee.
- Providing oversight of the Company's overall compensation plans and benefits programs and making recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate;
- Evaluating, on a periodic basis, the competitiveness of (i) the compensation of the CEO and the executive officers of the Company and (ii) the Company's overall compensation plans;
- Evaluating director compensation, consulting with outside consultants and/or with the Human Resources department when appropriate, and making recommendations to the Board regarding director compensation;

Related Duties and Authority

- Annually reviewing this Charter and its processes and recommending any proposed changes to the Board of Directors;
- Consulting with the Human Resources department and, when appropriate, with outside consultants to assist in the evaluation of executive officer compensation and approving the consultants' fees and other retention terms. The Compensation Committee may, in its sole discretion retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor;
- Being directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Compensation Committee. The Company shall provide the appropriate funding, as determined by the Compensation Committee, for payment of compensation to a compensation consultant, legal counsel or any other advisor retained by the Compensation Committee that the Compensation Committee deems appropriate, and for payment of administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties;
- Before selecting, or receiving advice from, a compensation consultant, legal counsel or other advisor to the Compensation Committee, other than in-house legal counsel, taking into consideration the independence factors set forth in the applicable rules of the SEC and the NYSE;
- Reviewing and discussing with management the Company's Compensation Discussion and Analysis included in the Company's annual proxy statement, and producing a report on executive compensation for inclusion in the Company's annual proxy statement that complies with the rules and regulations of the Securities and Exchange Commission and any other applicable rules and regulations; and
- Conducting an annual evaluation of the Compensation Committee's own performance.

MEETINGS

The Compensation Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The Compensation Committee may meet either in person or telephonically, and at such times and places as the Compensation Committee determines. The Compensation Committee may establish its own meeting schedule, which it will provide to the Board. The Compensation Committee may invite to its meetings other Board members, Company management and such other persons as the Compensation Committee deems appropriate in order to carry out its responsibilities. The CEO may not be present during voting or deliberations regarding CEO compensation.

MINUTES

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

REPORTS

The Compensation Committee shall make regular reports to the full Board on the actions and recommendations of the Compensation Committee. The CEO may not be present during voting or deliberations regarding CEO compensation.

COMPENSATION

Members of the Compensation Committee shall receive such fees, if any, for their service as Compensation Committee members as may be determined by the Board in its sole discretion.