

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

As revised September 12, 2023

PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Infinera Corporation (the “Company”) shall be to assist the Board in discharging its 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 Compensation Committee report on executive officer compensation included in the Company’s proxy statement or annual report on Form 10-K, each to the extent required of the Company.

MEMBERSHIP AND ORGANIZATION

The Committee and its chair will be appointed by, and will serve at the discretion of, the Board. In the absence of the appointment by the Board of a chair, the Committee may designate a chair by majority vote of the Committee members, provided that the Board may replace any chair designated by the Committee at any time. 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, if and to the extent the Committee determines it is necessary or appropriate to satisfy the conditions of any available deduction limit under Section 162(m). 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, 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, and annually thereafter, 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.

The Committee shall be given full access to the chair of the Board and management, as well as the Company's books, records, facilities and other personnel.

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 (each an "Executive Officer").
- Review and approve severance and termination packages for the CEO and Executive Officers.
- Review and approve any change of control and similar agreements for the CEO, Executive Officers and other employees.
- 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 discuss with the Company's management 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 annual report on Form 10-K, and oversee preparation of the

annual Compensation Committee report for inclusion in the Company's proxy statement.

- Assist the Board in its oversight of the Company's strategies, initiatives and programs relating to human capital management, including culture, talent acquisition, employee development, retention, and diversity, equity and inclusion.
- 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 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 equity-based awards 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.
- Consider the view of stockholders on executive compensation, including shareholder advisory votes to approve executive compensation ("Say on Pay"), stockholder proposals and related matters.
- At least once every sixth year, recommend that the Board include in the Company's annual proxy statement a proposal regarding the frequency of Say on Pay votes.
- 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.
- Periodically review any stock ownership policy or guidelines established for the CEO, other Executive Officers, or any non-employee members of

the Board, recommend any proposed changes to such policy or guidelines to the Board, and monitor compliance under such policy or guidelines.

- To the extent the Committee determines to be necessary or appropriate, or otherwise as required by applicable law, approve, or recommend to the Board for approval, the adoption of a clawback policy enabling the Company to recover compensation paid to the CEO, Executive Officers, or other employees or service providers to the Company.
- Perform such other functions as necessary or appropriate in its or the Board's opinion under applicable law, the Company's certificate of incorporation or bylaws, or the directives of 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, and may establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee. The chair of the Committee shall preside at each meeting of the Committee, set the agendas for the Committee meetings and report regularly to the Board regarding the Committee's activities.

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.