

Code of Business Conduct and Ethics



May 2015

PURPOSE

This Code of Business Conduct and Ethics describes and promotes the core values and beliefs of Harmonic and provides the foundation for all of our business conduct:



WHO THIS CODE APPLIES TO

This Code applies to ***all directors, officers, employees, agents and contractors*** of Harmonic and its subsidiaries, who will be referred to as “employees.” We are committed to continuously reviewing and updating our policies and procedures to ensure we maintain the highest ethical standards and practices. Harmonic therefore reserves the right to modify this Code at any time.



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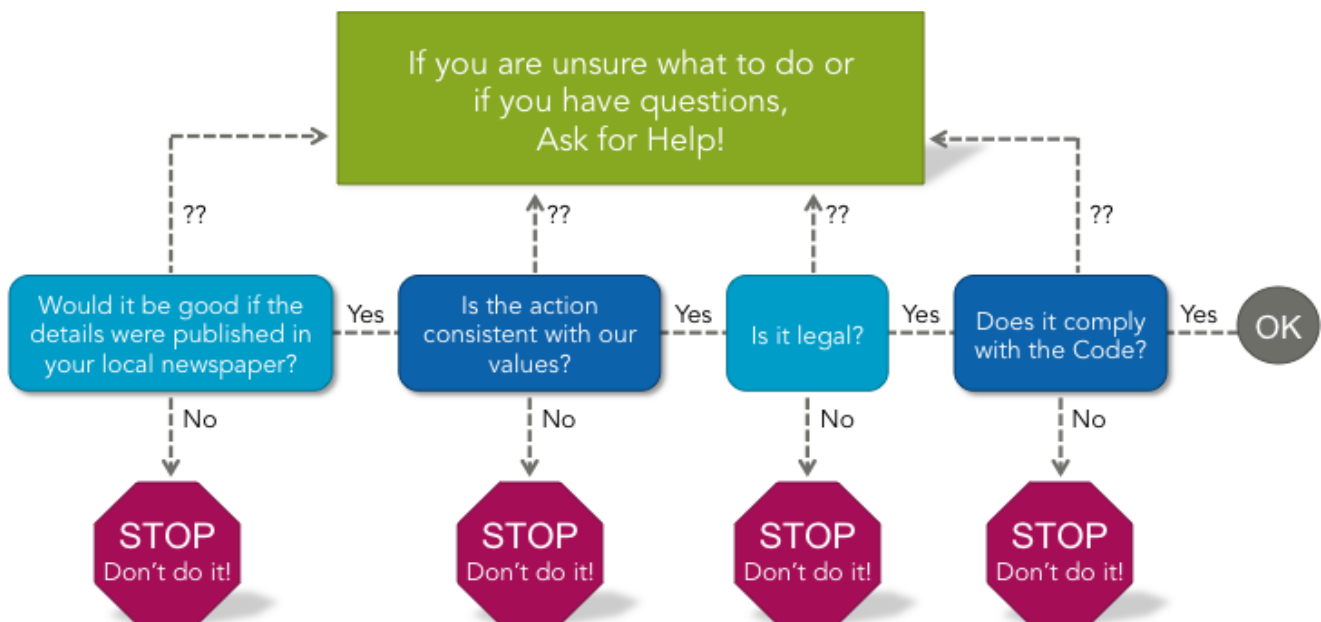
WHAT HARMONIC EXPECTS

Harmonic expects every employee to act in good faith. Honest and ethical conduct is critical to our business. You are not only responsible for your own standards of conduct, but for also promoting and advocating ethical behavior in Harmonic’s work environment.

You are responsible for complying with all laws, rules and regulations that apply to our business in the countries in which we operate.



CONSIDERATIONS FOR ETHICAL DECISIONS:



INTEGRITY IN OUR MARKETPLACE

RESPONSIBILITIES TO CUSTOMERS, SUPPLIERS & COMPETITORS

You should respect the rights of, and deal fairly with, Harmonic's customers, suppliers, business partners and competitors in compliance with the law. You should not take unfair advantage of anyone through deception, misrepresentation, manipulation, coercion, abuse of confidential information or any intentional unfair business practice.

Selecting suppliers: Harmonic's policy is to select suppliers based on the merits of their products, services and business practices and to purchase supplies based on need, quality, service, price and other terms and conditions of sale. You may not establish a business relationship with any supplier if you know that its business practices violate applicable laws.



How to handle the non-public information of others: You must

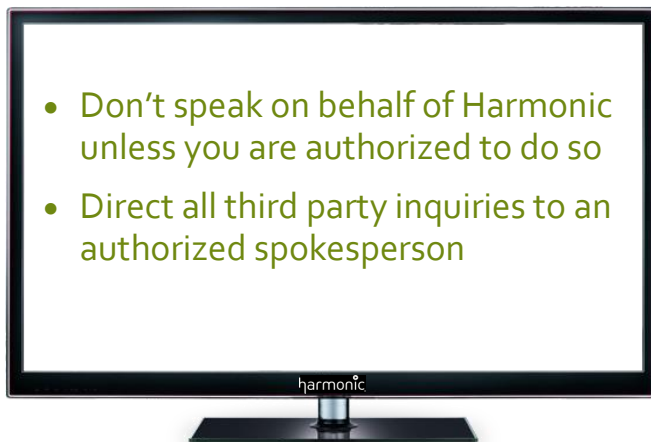
handle the non-public information of others responsibly and in accordance with our agreements with them. Non-public information of others includes notes, reports, conclusions and other materials prepared by a Harmonic employee based on the non-public information of others. You should not knowingly accept information offered by a third party, or that appears from the context of circumstances to be non-public, unless an appropriate nondisclosure agreement has been signed with the party offering the information. You should contact your department Vice President or our General Counsel with questions.

Free and fair competition: Gathering information about our competitors is a legitimate business practice which can help us to stay competitive in the marketplace. However, we must never use any illegal or unethical means to get information about other companies. Also, you must not enter into a written or oral agreement with any competitor concerning prices, discounts or other terms of sale; profit margins; costs; allocation of product, customers, markets or territories; boycotts of customers or suppliers; or bids or the intent to bid, or even discuss or exchange information on these subjects. Harmonic is committed to obeying both the letter and spirit of these laws, which are often referred to as antitrust, consumer protection,

competition or unfair competition laws. You should promptly involve our General Counsel when questionable situations arise.

PUBLIC COMMUNICATIONS

You may not communicate on behalf of Harmonic unless you are authorized to do so. Harmonic has established specific policies regarding who may communicate information to the public, the press, investment professionals and investors on behalf of Harmonic.



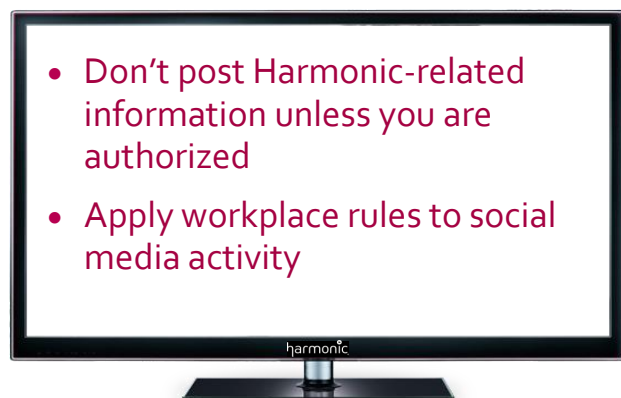
Financial Spokespersons: Our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), and their authorized designees, including our Director of Investor Relations, are our official spokespeople for financial matters.

Other Spokespersons: Our CEO, CFO, and Chief Marketing Officer, and their

authorized designees, are our official spokespeople for public comment, press, marketing, technical and other such information.

SOCIAL MEDIA

When utilizing social media tools, it is important to consider the potential effect of any statements that you make. Keep in mind that your postings are permanent and easily transferable, and can affect our company's reputation and relationships with co-workers and customers. When using social media tools, ensure that you do not make comments on behalf of Harmonic, your co-workers or managers without proper authorization. Also, you must not disclose confidential or proprietary information about our business, suppliers, partners or customers.



Remember to apply professional rules of the workplace to your social media activity – if you would not say it, write it or share it at the office, do not say it, write it, or share it online.

RESPONSIBILITIES TO OUR SHAREHOLDERS

FINANCIAL REPORTING

Accurate and reliable records are critical to the operation of our business and are a key factor in maintaining the confidence and trust of our employees, stockholders and other stakeholders.



Reporting accurate, complete and understandable information about our business, earnings and financial condition is an essential responsibility of each employee. It is also your responsibility as an employee to make open and full disclosure to, and cooperate fully with, outside accountants in connection with any audit or review of our company's financial statements.

Accuracy of records and reports:

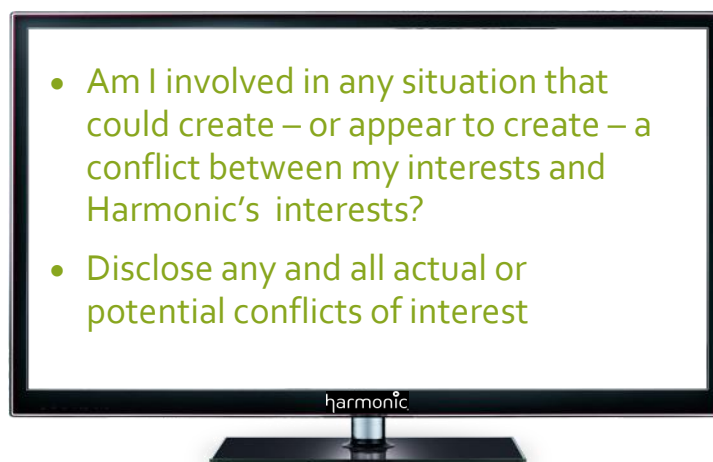
It is each employee's responsibility to help ensure that Harmonic's directors, officers and other employees have information that is accurate, complete, objective, relevant, timely and understandable. False, misleading or incomplete information undermines Harmonic's ability to make good decisions about resource allocation, employees and programs and may in some cases result in violations of the law. Even if you are not directly involved in financial reporting or accounting, you are likely involved with financial records or reports of some kind, such as time sheets, invoices, expense reports, forecasts and budgets. Therefore, Harmonic expects you to use all reasonable efforts to ensure that every business record or report with which you deal is accurate, complete and reliable.

Obligations to report misconduct: Dishonest or inaccurate reporting can lead to civil or even criminal liability for you and Harmonic and can lead to a loss of public faith in Harmonic. If you suspect questionable accounting or auditing conduct or practices or any financial or operational misrepresentation or impropriety, you should immediately report your concerns as set forth below under "Administering our Code".

AVOIDING CONFLICTS OF INTERESTS

Your decisions and actions should be based on the best interests of Harmonic and not on personal relationships or benefits. You should avoid situations where your personal activities and relationships conflict, or appear to conflict, with the interests of Harmonic, except under guidelines approved by the Board of Directors or the Audit Committee.

You must disclose in writing to your manager any interest that you have that may, or may appear to, conflict with the interests of Harmonic.



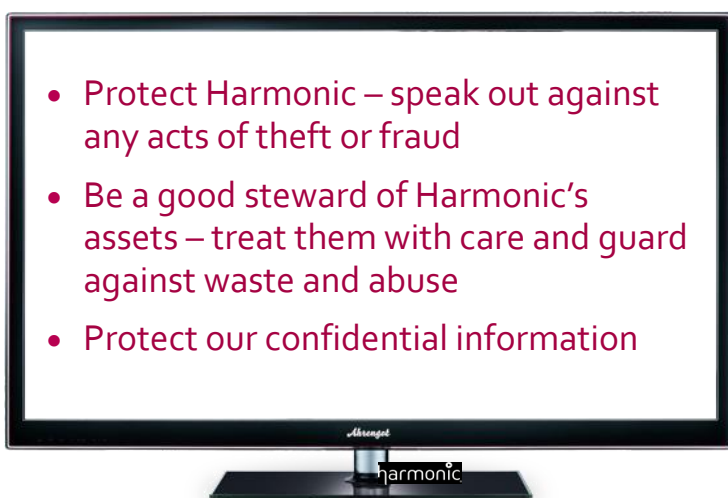
While it would be impractical to attempt to list all possible situations, some common types of conflicts are discussed below.

POTENTIAL CONFLICTS OF INTEREST	WHAT YOU SHOULD DO
<i>Outside employment and directorships</i>	You should not serve as a board member, director, employee, agent or contractor for any of our competitors, suppliers, customers, resellers or strategic partners <u>unless</u> previously approved by your manager, the Senior Vice President of HR and our General Counsel. If approved, any compensation you receive for the outside activity should be commensurate with your duties.
<i>Financial interests in other companies</i>	Without prior approval, you should not have a financial interest in any organization if that interest would result in, or appear to have, a conflict of interest with Harmonic. You should be particularly sensitive to financial interests in competitors, suppliers, resellers and strategic partners. However, you may own less than 1% of any publicly-listed company, provided that the investment is not so large financially (either in absolute dollars or as a percentage of your total investment portfolio) that it creates the appearance of a conflict of interest.

<p><i>Transactions with related parties</i></p>	<p>If you have a financial interest in a transaction between Harmonic and a third party (including your spouse or significant other), you must disclose that interest, and that interest must be evaluated and approved by the Senior Vice President of HR and our General Counsel. If the transaction is with a “related party,” as defined below, the transaction will be subject to review and approval by the Audit Committee.</p> <p>A “related Party” is any director, executive officer, director or director nominee, or holder of more than five (5) percent of any class of Harmonic’s voting securities, and any member of their immediate family, and includes any entity that is affiliated with any of the above.</p>
<p><i>Loans by Harmonic</i></p>	<p>Personal loans from Harmonic to directors and executive officers are strictly prohibited. Personal loans from Harmonic to other employees must be approved in advance by the Board of Directors or a committee thereof.</p>

SAFEGUARDING HARMONIC’S ASSETS

All employees are responsible for the proper use of all of our company’s assets and should use



all reasonable efforts to safeguard assets against loss, damage, misuse or theft. Company assets include your time, work and work product; cash and accounts; physical assets such as inventory, equipment, computers, systems, facilities and suppliers; intellectual property, such as patents, copyrights, trademarks and trade secrets; and other proprietary or non-public information. Do not use, transfer, misappropriate, loan sell or donate any company assets without authorization.

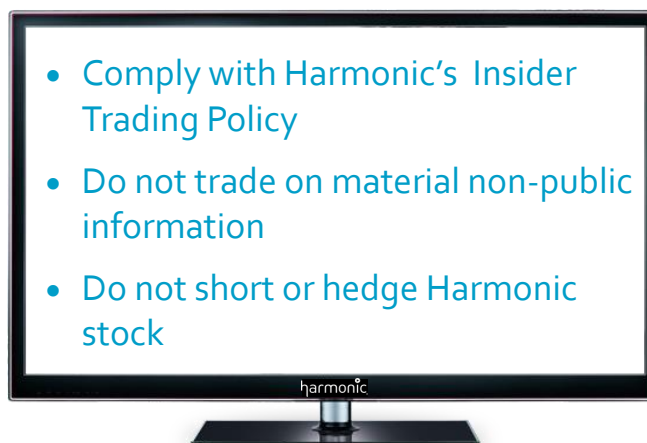
Protecting Harmonic's information: In the course of your involvement with Harmonic, you may come into possession of information that has not been disclosed or made available to the general public. If you have any questions as to what constitutes non-public information, please consult with our General Counsel. All non-public information must only be used for company business purposes. You have an obligation to respect the confidentiality of non-public information and to use all reasonable efforts to safeguard such information.

If you need to disclose non-public Harmonic information, you should first consult with the Legal Department to ensure proper protections are established. The misuse of non-public information is contrary to company policy and may also be a violation of law. Each employee is required to sign an Employee Confidential Information and Invention Assignment Agreement that addresses the use and disclosure of Harmonic confidential information.

Maintaining and managing records: Harmonic is required by various laws, rules and regulations in countries in which we do business to retain certain records and to follow specific guidelines in managing its records, including paper and electronic records. Civil and criminal penalties for failure to comply with such guidelines can be severe for employees, agents, contractors and Harmonic. You should consult with our General Counsel regarding the retention of records in the case of actual or threatened litigation or government investigation. Our General Counsel will notify you if a legal hold is placed on records for which you are responsible. If you are unsure whether a document has been placed under a legal hold, you should preserve and protect that document until you receive direction from Harmonic's General Counsel.

PROHIBITION ON INSIDER TRADING

Material non-public information is information about a company that is not known to the general public and that a typical investor would consider important in making a decision to buy, sell or hold securities. Violations of U.S. securities laws may result in civil and criminal penalties, fines and jail sentences. You may not directly or indirectly buy or sell stocks or any other company based on non-public information obtained from your work at Harmonic. In addition, you may not "tip" others by providing them non-public information. You should be aware that stock market

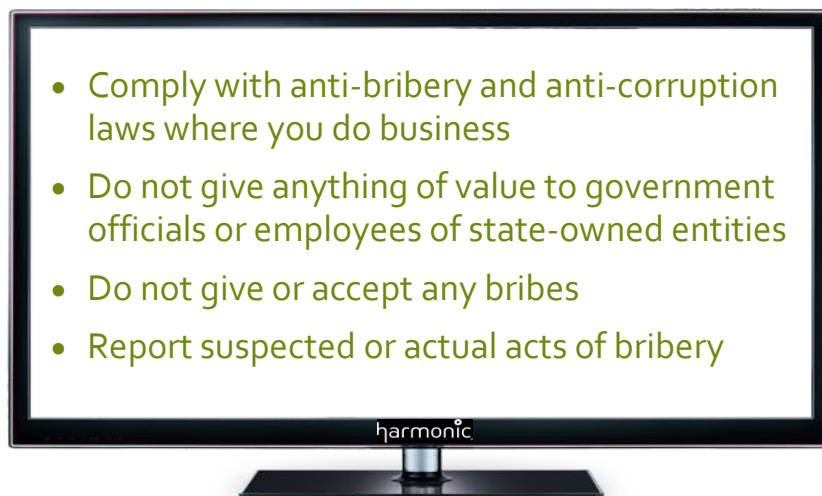


surveillance techniques are becoming increasingly sophisticated, and the probability that U.S., federal or other regulatory authorities will detect and prosecute even small-level trading is significant. Also, our Insider Trading Policy prohibits hedging and shorting of our securities. Be sure to review the policy and contact our General Counsel with any questions.

ETHICS IN OUR BUSINESS ACTIVITIES

IMPROPER PAYMENTS; GIVING AND RECEIVING GIFTS

The United States and many other countries have laws that prohibit bribery, kickbacks, and other improper payments. No Harmonic employee, officer, agent, or independent contractor acting on our behalf may offer or provide bribes or other improper benefits in order to obtain business or an unfair advantage.



A “bribe” is defined as directly or indirectly offering anything of value (e.g. gifts, money or promises) to influence or induce action, or to secure an improper advantage. The Foreign Corrupt Practices Act prohibits payment of any money or anything of value to a foreign official, foreign political party (or official thereof), or any candidate for foreign political office for the purposes of obtaining, retain-

ing or directing business. The U.K. Bribery Act goes even further and criminalizes the offering of bribes to anyone, as well as accepting bribes. We expect all employees, officers, agents, and contractors acting on behalf of Harmonic to strictly abide by these and other international anti-corruption laws.

Modest gifts, favors and entertainment are often used to strengthen business relationships. However, no gift, favor or entertainment should be accepted or given if it obligates, or appears to obligate, the recipient, or if it might be perceived as an attempt to influence fair judgment. In general, unless you have management pre-approval, you should not provide any gift or entertainment to customers, suppliers, or others that you would not be able to accept from a customer, supplier, or other applicable parties. Never give or accept cash or its equivalent in connection with a business transaction.

If you receive a gift that may be of more than a nominal value, and under the circumstances, returning the gifts or paying for them may be an affront to the giver, report the gift to our General Counsel. In some cases, you may be required to turn the gift over to Harmonic. We encourage you to contact our General Counsel if you have any questions.

COMPLYING WITH REGULATIONS AND LAWS

If you deal with governments, government employees or public officials, you should undertake to understand the special rules that apply. If you have any questions concerning this topic, you should contact our General Counsel.



Requests by regulatory authorities: All government requests for company information, documents or investigative interviews should be referred to our General Counsel.

Trade restrictions: Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as

supporting international terrorism. Our General Counsel can provide you with guidance on which countries are prohibited destinations for company products or whether a proposed technical presentation or the provision of controlled technology to foreign nationals may require a U.S. government license.


ADMINISTERING OUR CODE

Acknowledgment: All new employees must sign an acknowledgement form confirming that they have read this Code and that they understand and agree to comply with its provisions. In addition, all employees are required to acknowledge this Code annually. Failure to read or acknowledge this Code does not excuse any person from the terms of the Code. Note that this Code does not create any rights to continued employment and is not an employment contract.

Approvals and waivers: Any waivers of this Code for executive officers or directors must be approved by the Board of Directors and will be disclosed to Harmonic's stockholders along with the reasons for the waiver as required by applicable law or regulation. Any waiver of any provision of this Code with respect to any other employee, agent or contractor must be

approved in writing by the Senior Vice President of Human Resources, in consultation with the General Counsel.

Reporting violations: You must promptly report violations or suspected violations of this Code to the Senior Vice President of Human Resources or to the General Counsel. If your situation requires that your identity be kept secret, your anonymity will be preserved to the greatest extent reasonably possible. You may also anonymously report any violation of this Code using the ListenUp whistleblower hotline.

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- Acknowledge the Code annually
 - Report Code violations in good faith
 - You can report anonymously using our whistleblower hotline

No retaliation: Harmonic strictly prohibits any discrimination, retaliation or harassment against any person who reports conduct in violation of this Code, other company policies or Harmonic's legal duties based on the person's reasonable belief that such misconduct occurred. Harmonic also strictly prohibits any discrimination, retaliation or harassment against any person who participates in an investigation of such complaints. If a complaint of discrimination, retaliation or harassment is substantiated, appropriate disciplinary action, up to and including termination, will be taken.

False complaints are not tolerated: While this Code protects employees acting in good faith from any unfair treatment as a result of reporting, meritless complaints with bad intentions are strictly prohibited. Making a report that is willfully and intentionally false can be the basis for disciplinary action, including termination of employment.

Additional Enforcement Information: Federal, state and local law enforcement agencies may be authorized to investigate and prosecute violations of the law. Nothing in this Code is intended to prevent you from reporting information to the appropriate governmental agency when you suspect that a violation has occurred or is occurring or from cooperating with a government investigation if there were to be one.