

**HARMONIC INC.**

**COMPENSATION COMMITTEE**

**CHARTER**

(as amended and restated, effective as of November 7, 2018)

**I. PURPOSE**

- A. The purpose of the Compensation Committee (the “Committee”) of the board of directors (the “Board”) of Harmonic Inc. (the “Corporation”) is to ensure a broad plan of compensation and equity ownership is established that is competitive and motivating in order to attract, retain and motivate the Executive Management and other key employees, to administer the Corporation’s long term incentive and equity award plans and to grant awards thereunder.
- B. For the purposes hereof, “Executive Management” means executive officers of the Corporation and such other officers of subsidiaries of the Corporation as may be designated by the Board.

**II. COMPOSITION AND TERMS OF OFFICE**

- A. The Committee shall consist of not less than two directors of the Corporation who, in addition to meeting any additional criteria required by applicable law, the rules and regulations of the Securities and Exchange Commission (the “SEC”) or The Nasdaq Stock Market, meet the compensation committee independence requirements of the listing standards of The Nasdaq Stock Market and are, unless determined otherwise by the Board, “non-employee directors,” as such term is defined in Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended.
- B. The chair of the Committee shall be appointed by the Board.
- C. Any member of the Committee may be removed or replaced at any time by the Board. Each member of the Committee shall hold office until the earlier of the date: (i) his or her successor is duly elected and qualified, (ii) such member dies or resigns from the Committee or (iii) such member is no longer a member of the Board.
- D. It is anticipated that the Committee will meet at least twice per year. Additional meetings may be held as deemed necessary by the chair of the Committee or as requested by any member of the Committee.
- E. Subject to applicable law, one or more members of the Committee may participate in a meeting of the Committee by means of communication facilities that permit all persons participating in the meeting to communicate adequately with each other, and a member participating in such a meeting by any such means is deemed to be present at that meeting.

- F. A quorum for the transaction of business at all meetings of the Committee shall be a majority of the members of the Committee. Questions arising at any meeting shall be determined by a majority of votes of the members of the Committee present.
- G. The Committee shall keep regular minutes of proceedings and shall cause them to be recorded in books kept for that purpose, and shall report the same to the Board at such times as the Board may, from time to time, require.
- H. The Committee shall choose as its secretary such person as it deems appropriate.
- I. The Committee may form subcommittees for any purposes that it deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however that the Committee will not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole. If designated, any subcommittee will establish its own schedule and maintain written minutes of its meetings and actions, which shall be kept in the Corporation's corporate records.

### **III. DUTIES AND RESPONSIBILITIES**

Subject to the powers and duties of the Board and any further delegations the Board may make to the Committee, the Board hereby delegates to the Committee the following duties and responsibilities:

- A. Annually review and, to the extent revision is appropriate, approve for the Chief Executive Officer (the "CEO") and the other members of Executive Management (i) the annual base salary, (ii) the annual incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) employment agreements, severance arrangements, and change in control agreements/provisions, and (v) any other benefits, compensation, compensation policies or arrangements. In reviewing and approving such matters, the Committee shall consider such matters as it deems appropriate, including the Corporation's financial and operating performance, the alignment of the interests of the employee and the Corporation's stockholders, the performance of the Corporation's common stock and the Corporation's ability to attract and retain qualified individuals.
- B. Review and approve any compensatory contracts or similar transactions or arrangements with prospective, current or former members of Executive Management, including consulting agreements, severance or termination agreements, which may include any benefits to be provided in connection with a change of control. In this regard, the Committee will have the power and authority to adopt, amend and terminate such contracts, transactions or arrangements.
- C. Recommend to the Board for consideration and approval any long term incentive and equity award plan, pension plan or employee benefit plan and guidelines with respect thereto.
- D. Take the following actions with respect to the granting of awards pursuant to any long term incentive and equity award plans:

- (i) in conjunction with management, administer the Corporation's long term incentive and equity award plans as determined and established by the Board;
  - (ii) review management's recommendations for and approve the granting of awards by the Corporation; and
  - (iii) suggest and review any amendments which the Committee considers necessary to the Corporation's long term incentive and equity award plans (or any awards granted thereunder) and make recommendations to the Board with respect to those amendments; provided however, that all amendments to such plans shall be subject to the consideration and approval of the Board.
- E. Review and approve benefits other than those applicable to employees generally to be granted to Executive Management including levels and types of benefits.
- F. Consider and approve all matters concerning incentive awards, perquisites and other remuneration matters with respect to Executive Management.
- G. Review and approve, or recommend to the Board for approval, and oversee clawback policies and/or practices, and any amendments or terminations thereof, if, and as the Committee determines to be, necessary or appropriate or as required by applicable law, regulation or listing standard.
- H. Review the CEO's annual objectives, lead and implement the CEO's review process and, in conjunction with the CEO, the senior officer review process, and report the results of these processes to the full Board.
- I. Periodically assess, with the assistance of the Corporation's management tasked with risk management and independent compensation consultants and in consultation with the appropriate members or committees of the Board, the Corporation's various compensation programs, including those in which all employees participate, to determine whether they encourage excessive risk taking that could have a material adverse impact on the Corporation and to assess the impact of tax and accounting rule changes.
- J. Review and discuss with management the Corporation's Compensation Discussion and Analysis ("CD&A") and related disclosures required by the rules and regulations of the SEC, and the Committee will also review and recommend the final CD&A to the Board for inclusion in the Corporation's annual report on Form 10-K or proxy statement, to the extent required by the Corporation.
- K. Review and approve the report of the Committee for publication in the Corporation's annual report on Form 10-K or proxy statement.
- L. Review and recommend to the Board for approval the frequency with which the Corporation will conduct stockholder advisory votes on executive compensation ("Say on Pay Vote"), taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Securities Exchange Act of 1934, as amended, and review and approve the proposals regarding the Say on Pay

Vote and the frequency of the Say on Pay Vote to be included in the Corporation's proxy statement.

- M. If the Board adopts equity ownership guidelines applicable to members of the Board and/or Executive Management, periodically review such guidelines and recommend any proposed changes to the Board.
- N. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- O. Review its own performance.

#### **IV. OUTSIDE ADVISORS AND INPUT**

- A. The Committee shall have the authority, in its sole discretion, to select and retain any compensation consultant, outside legal counsel and such other advisors as necessary to assist with the execution of its duties and responsibilities as set forth in this charter.
- B. The Committee may invite to its meetings any director, officer or employee of the Corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-employee directors who are not members of the Committee. No individual may be present during the voting or deliberations regarding his or her own compensation and equity ownership, but the Committee may request and/or allow an individual to be present during the discussion of another individual's compensation or equity ownership).
- C. The Committee shall set the compensation and oversee the work of any compensation consultants, outside legal counsel and such other advisors. The Corporation will provide appropriate funding, as determined by the Committee, to pay any such compensation consultant, outside legal counsel or any other outside advisors hired by the Committee and any administrative expenses of the Committee that the Committee determines are necessary or appropriate in carrying out its activities.
- D. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice. Otherwise, prior to retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Corporation's in-house counsel), the Committee must take into consideration whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K and must consider the following factors with respect to all advisors, although it may select any advisors it chooses after considering these factors:

- (i) the provision of other services to the Corporation by the person that employs the compensation consultant, outside legal counsel or other adviser;
- (ii) the amount of fees received from the Corporation by the person that employs the compensation consultant, outside legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, outside legal counsel or other adviser;
- (iii) the policies and procedures of the person that employs the compensation consultant, outside legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) any business or personal relationship of the compensation consultant, outside legal counsel or other adviser with a member of the Committee;
- (v) any stock of the Corporation owned by the compensation consultant, outside legal counsel or other adviser; and
- (vi) any business or personal relationship of the compensation consultant, outside legal counsel, other adviser or the person employing the adviser with an executive officer of the Corporation.