

**CODE OF BUSINESS CONDUCT AND ETHICS  
FOR SENIOR OPERATIONAL AND FINANCIAL LEADERSHIP (THE “CODE”)**

This Code of Business Conduct and Ethics helps ensure compliance with legal requirements and our standards of business conduct. Members of the senior operational and financial leadership of Harmonic Inc. (the “Company”) are expected to read and understand this Code of Business Conduct and Ethics, uphold these standards in day-to-day activities, and comply with all applicable policies and procedures due to their important and elevated role in corporate governance. In this capacity, such persons have been empowered to ensure that stockholders’ interests are appropriately protected and preserved. This Code has therefore been adopted by the Board of Directors of the Company with the intent of preventing any intentional or unintentional transgression by establishing standards for conduct, without unduly interfering with the privacy and freedom of the individuals concerned. Each person to whom this Code is applicable shall receive a copy of the same. Any amendments to this Code shall be furnished similarly to each person to whom this Code is applicable.

The provisions of this Code shall apply to: (i) the Company’s Chief Executive Officer, Chief Financial Officer and Controller (the “Required Officers”), and (ii) other senior operational and financial leadership personnel who, in the discretion of the Board of Directors, the Chief Executive Officer or the Chief Financial Officer, should be subject to this Code (with the Required Officers, the “Senior Leaders”).

At the Company’s discretion, each Senior Leader may be required in connection with his/her annual review to certify that s/he has read and understood this Code and will abide by it. A form of the certification is attached hereto as Exhibit A. Any waiver, including an implicit waiver, of this Code may be made only by the Board of Directors and will be promptly disclosed to stockholders as required by law or stock exchange regulation. The provisions of this Code shall be effective as of February 15, 2004. Non-adherence to this Code might lead to disciplinary actions up to termination for cause and/or referral to the appropriate authorities.

The following standards must be followed by each Senior Leader:

1. Acting with honesty and integrity, avoiding actual or apparent conflict of interests in personal and professional relationships.
2. Providing the Board of Directors and, when appropriate, other officers and Company employees with information that is full, fair, accurate, complete, objective, relevant, timely and understandable.
3. Providing full, fair, accurate, timely and understandable information to assist the Company in providing full and understandable disclosure in reports and documents filed with the Securities and Exchange Commission and in other public communications made by the Company.
4. Complying with applicable federal, state, foreign and local laws, rules and regulations along with any other governmental and regulatory requirements.
5. Acting in good faith, responsibly and with due care, competence and diligence, without misrepresenting material facts or allowing independent judgment to be subordinated.
6. Respecting and protecting the confidentiality of information acquired in the course of employment with the Company. Confidential information acquired in the course of employment with the Company shall not be used for personal advantage.
7. Sharing knowledge within the Company and maintaining skills important and relevant to the needs of the Board of Directors, other officers and other Company employees.

8. Proactively promoting and advocating ethical behavior in the Company's work environment.
9. Achieving responsible use of and control over all assets and resources employed or entrusted to you. Senior Leaders may not exploit for their own personal gain opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully to the Company's Board of Directors and the Board of Directors declines to pursue such opportunity.
10. Ensuring that any transaction between the Company and a related party is reviewed and approved in advance: (i) by the Board of Directors, and, (ii) to the extent required by law or any regulatory requirement, the stockholders. Such review shall include disclosure of all material facts concerning the related party's interest in the transaction. A related party is any director, executive officer, nominee for election as director, security holder who is known to hold more than five percent of any class of the Company's voting securities, and any member of the immediate family of any of the foregoing persons. A related party also includes any entity that is affiliated with any of such persons.
11. Communicating to the Board of Directors or the Required Officers, as appropriate:
  - (a) All known significant deficiencies in the design or operation of internal controls which could adversely affect Company's ability to record, process, summarize, and report financial data; and
  - (b) Any fraud, whether or not material, that involves management or any employee of the Company with a significant role in internal controls.
12. Avoiding actual or apparent conflicts of interest by taking great care to ensure no personal investments in a Company customer, supplier, developer or competitor compromises your responsibilities to the Company. Many factors should be considered in determining whether a conflict exists, including the size and nature of the investment; your ability to influence the Company's decisions; your access to confidential information of the Company or of the other company; and the nature of the relationship between the Company and the other company.
13. Avoiding actual or apparent conflicts of interest by not serving as a director of any company that competes with the Company. Although you may serve as a director of a Company supplier, customer, developer, or other business partner, our policy requires that you first obtain approval from the Company's Board of Directors before accepting a directorship. Any compensation you receive should be commensurate with your responsibilities. Such approval may be conditioned upon the completion of specified actions.
14. Promptly communicating violations of this Code of Business Conduct and Ethics.
15. Supporting the Company's commitment to free and fair competition by obeying both the letter and spirit of domestic and international laws.