

HARMONIC INC.

CORPORATE GOVERNANCE GUIDELINES

(Amended and Restated as of February 5, 2019)

The corporate governance standards established by the Board of Directors (the “**Board**”) of Harmonic Inc. (the “**Company**”) provide a structure within which directors and management can effectively pursue the Company’s objectives for the benefit of its stockholders. To that end, the Board has adopted the following Corporate Governance Guidelines.

THE PRINCIPAL FUNCTIONS OF THE BOARD OF DIRECTORS

To Review the Company’s Strategic Direction and Annual Financial Plan and Monitor the Company’s Performance:

- The fundamental role of the members of the Board is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. It is the duty of the Board to oversee the Chief Executive Officer (the “**CEO**”) and other senior management in the competent and ethical operation of the Company.
- The Board is scheduled to meet at least once a quarter, and each quarterly meeting of the Board will generally include a business and finance update and discussion.
- The Board or a committee of the Board reviews the Company’s annual financial plan. On an ongoing basis during the year, the Board monitors the Company’s performance against its annual financial plan.

To Review Management Performance and Compensation:

- The Compensation Committee of the Board evaluates compensation for the Company’s executive officers (“**Executive Officers**”) to ensure it is appropriate.
- The Compensation Committee annually reviews and approves the compensation, including equity compensation, for the CEO and the other Executive Officers.
- The Compensation Committee, with the input from the non-employee directors (as defined below), will conduct a review at least annually of the performance of the CEO. The Compensation Committee will establish the evaluation process and determine the specific criteria on which the performance of the CEO is evaluated in accordance with the charter and principles of the Compensation Committee.

To Review Management Succession Planning:

- The Board or a committee of the Board reviews the Company’s succession planning efforts for its executive officers based on input from senior management, in particular, the input of the CEO.

To Advise and Counsel Management:

- The Board should be composed of individuals whose knowledge, background, experience and judgment are valuable to the Company, with the ability to provide advice to management.

- Members of the Board have access to management and other employees to help with the Board's advice, counsel and decisions, as well as to the Company's records and documents. The Board may also seek legal or other expert advice from a source independent of management.

To Monitor and Manage Potential Conflicts of Interests of Management, Board Members and Stockholders:

- The Audit Committee of the Board shall review and approve related person transactions for which audit committee approval is required by applicable law or the rules of the Nasdaq Stock Market.

To Provide Oversight of the Integrity of Financial Information and Legal Compliance:

- The Audit Committee provides oversight of the Company's accounting and financial reporting processes and the audit of the Company's financial statements and assists the Board in oversight of (1) the integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the independent auditor's qualifications, independence and performance, and (4) the Company's internal accounting and financial controls.

To Monitor the Effectiveness of the Governance Practices under which the Board Operates and Make Changes as Needed:

- The Corporate Governance and Nominating Committee of the Board shall periodically review and evaluate the effectiveness of the governance practices under which the Board operates and make changes to such practices as needed.

BOARD STRUCTURE AND COMPOSITION

Size

- The Board will periodically review the size of the Board to ensure that the current number of directors most effectively supports the Company. The number of directors that constitutes the Board shall be fixed from time to time by way of the Board amending the Company's amended and restated bylaws (the "**Bylaws**") in conformity with the Company's amended and restated certificate of incorporation and Bylaws.

Selection and Evaluation of Board Candidates:

- The Board shall have a majority of directors who meet the criteria for independence established by applicable law, including the Sarbanes-Oxley Act of 2002, the rules and regulations of the Securities and Exchange Commission, and the Nasdaq Stock Market.
- The Corporate Governance and Nominating Committee shall work with the Board to determine periodically, as appropriate, the desired Board qualifications, expertise and characteristics, including such factors as business experience and diversity; and with respect to diversity, the Corporate Governance and Nominating Committee may consider such factors as differences in professional background, education, skill, and other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board.

The Corporate Governance and Nominating Committee will approve all nominees for membership on the Board, and recommend that the Board approve the same, including the slate of director nominees to be proposed

by the Board to the Company's stockholders for election or any director nominees to be elected or appointed by the Board to fill interim director vacancies on the Board. In determining whether to recommend a director for re-election, the Corporate Governance and Nominating Committee and the Board may consider the director's past attendance at meetings, participation in and contributions to the activities of the Board and the Company and other qualifications and characteristics determined by the Corporate Governance and Nominating Committee or the Board.Selection of Chair and Chief Executive Officer:

- The Board does not have a policy on whether or not the roles of the Chairperson of the Board and Chief Executive Officer should be separate. The Board believes it should be free to determine what is best for the Company at a given point in time.

Term and Term Limits:

- The Company's Bylaws provide that the Company's directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting or until his or her earlier resignation or removal. Any director nominees elected or appointed by the Board to fill interim director vacancies on the Board shall hold office until the Company's next annual meeting of stockholders or until his or her earlier resignation or removal.
- The Board does not believe it should establish term limits because directors who have developed over time increasing insight into the Company and its operations oftentimes provide an increasing contribution to the Board as a whole.

Limitation on Other Board Service:

- Directors should advise the Corporate Governance and Nominating Committee of any invitations to join the board of directors of any other public company prior to accepting such directorship. No director should serve on more than four (4) additional public company boards without approval of the Board. The Board, through the Corporate Governance and Nominating Committee, will have the opportunity to review the appropriateness of the continued service of a director who changes the role, position or areas of responsibility that he or she held when he or she was elected to the Board.
- Each director must ensure that other existing and anticipated future commitments do not materially interfere with such person's service as a director. When a director, including any director who is currently an officer or employee of the Company, becomes aware of circumstances that may adversely reflect upon the director, any other director, or the Company, the director should notify the Board of such circumstances. The Board will consider the circumstances, and may in certain cases request the director to cease the conflicting activity, or in more severe cases, request that the director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.
- Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below.

Majority Voting Policy

- In an uncontested election (i.e., an election where the number of nominees is not greater than the number of directors to be elected), a nominee shall be elected by the affirmative vote of the majority of the votes cast at a meeting for the election of directors at which a quorum is present. In a contested election (i.e., an election where the number of nominees is greater than the number of directors to be

elected), a nominee shall be elected by a plurality of the votes cast. For purposes of this corporate governance policy, the “affirmative vote of the majority of the votes cast” means the number of shares voted “for” a director’s election exceeds the number of shares voted “withhold” with respect to that director’s election.

- As a condition to nomination, director nominees are required to submit to the Board an irrevocable resignation that becomes effective only if (i) such nominee fails to receive a majority vote in an uncontested election; and (ii) the Board accepts such nominee’s resignation.
- Should any director nominee fail to receive a majority vote in an uncontested election, the following procedures shall be completed within 90 days following certification of the stockholder vote:
 - The Corporate Governance and Nominating Committee will make a recommendation to the Board as to whether to accept or reject the director’s resignation. The Corporate Governance and Nominating Committee in making its recommendation, and the Board in making its decision, shall evaluate the best interests of the Company and its stockholders and the Board shall decide the action to be taken with respect to such resignation, which can include, without limitation: (i) accepting the resignation; (ii) accepting the resignation effective as of a future date not later than 180 days following certification of the stockholder vote; (iii) rejecting the resignation but addressing what the Board believes to be the underlying cause of the withhold votes; (iv) rejecting the resignation but resolving that the director will not be re-nominated in the future for election; or (v) rejecting the resignation.
 - The Corporate Governance and Nominating Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information or other information that it considers relevant, including, but not limited to: (i) any stated reasons why stockholders withheld votes from such director; (ii) the extent to which the “withhold” votes exceed the votes “for” the election of the director and whether the “withhold” votes represent a majority of the Company’s outstanding shares of common stock; (iii) any alternatives for curing the underlying cause of the withheld votes; (iv) the director’s tenure; (v) the director’s qualifications; (vi) the director’s past and expected future contributions to the Company; (vii) the overall composition of the Board and (viii) whether such director’s continued service on the Board for a specified period of time is appropriate in light of current or anticipated events involving the Company.
 - Following the Board’s determination, the Company shall, within four business days, publicly disclose by furnishing a report with the SEC the Board’s decision as to whether or not to accept the director’s resignation, including a description of the process by which the decision was reached and, if applicable, the Board’s rationale for accepting or rejecting the resignation.
 - Any director whose resignation is being considered will not participate in the recommendation of the Corporate Governance and Nominating Committee or the decision of the Board with respect to his or her resignation. If the resignation of a majority of the Corporate Governance and Nominating Committee is triggered by this majority vote policy, then the other independent directors of the Board will appoint a special committee from among themselves for the purpose of considering the resignations and recommending whether to accept or reject them. To the extent that one or more directors’ resignations are accepted by the Board, the Corporate Governance and Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.

CONFLICTS OF INTEREST

- Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director will report all facts regarding the matter to the Chairperson of the Corporate Governance and Nominating Committee (or, if the conflict or interest constitutes a “related person transaction,” to the Chairperson of the Audit Committee). Any material conflict must be resolved to the satisfaction of the Corporate Governance and Nominating Committee or the Audit Committee, as applicable; otherwise, the director will be required to resign. If the director has a personal interest in a matter before the Board, the director must disclose the interest to the Board, excuse himself or herself from discussion, and abstain from voting on the matter.

BOARD OPERATIONS AND MEETINGS

- The items on the agenda are typically determined by the Company’s senior management in consultation with the Board. Any director may request that an item be included on the agenda.
- Each member of the Board is expected to ensure that other commitments do not materially interfere with the member’s service as a director. To facilitate participation in meetings, directors may attend in person or via telephone conference. Directors are expected to attend each meeting (and in no event fewer than 75% of the meetings) and to invest the time and effort necessary to understand the Company’s business and financial strategies and challenges. The basic duties of the directors include being prepared for and attending Board meetings and actively participating in Board discussions, and making themselves available outside of Board meetings for advice and consultation.
- The Board’s policy is to schedule separate meetings of the independent directors to follow each regularly scheduled Board meeting. The Chairperson of the Board will preside over the meetings of the independent directors, or, in his or her absence, the other independent directors will select an alternative presiding director.
- Each director is encouraged to attend each of the Company’s annual meetings of stockholders.

BOARD INTERACTION WITH THIRD PARTIES

Board Access to Management:

- After providing written notice to the Chairperson of the Board, members of the Board shall have access to the Company’s management. Furthermore, the Board encourages the management to, from time to time, bring managers into meetings of the Board who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) are managers with future potential that senior management believes should be given exposure to the Board.

Board Interaction with Other Parties:

- The Board believes that management speaks for the Company. Individual members of the Board may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that members of the Board would do this, in most instances, at the request of senior management.

COMMITTEES

- The Board has at least the following three standing committees: an Audit Committee, a Compensation Committee and a Corporate Governance and Nominating Committee.
- All of the members of the Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee will meet the criteria for independence established by applicable law, including the rules and regulations of the Securities and Exchange Commission and the Nasdaq Stock Market. The members of these committees will also meet any other membership criteria specified in the respective charters of such committees.
- Each of the Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee has its own charter. Such charters set forth the policies and responsibilities of the respective committees in addition to the qualifications for membership on such committees. Each committee will periodically review its charter and recommend to the Board any changes it deems necessary.
- The Board and each committee of the Board will have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisers and shall have the power to hire independent legal, financial and other advisers as they may deem necessary, without consulting with, or obtaining approval from, management of the Company in advance.
- The Board may, from time to time, form or disband new committees as it deems appropriate and in compliance with the Bylaws. The Board may, to the fullest extent permitted by law, delegate any of its functions and responsibilities to a committee of the Board.

DIRECTOR COMPENSATION

- The Corporate Governance and Nominating Committee of the Board will periodically review and recommend to the Board for its approval the cash and equity compensation for members of the Board. Senior management of the Company or a compensation consultant will report periodically to the Corporate Governance and Nominating Committee regarding the status of the Company's director compensation in relation to comparable companies. This report will include consideration of independence and both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a non-employee director is involved. Any Company employee who serves as a director will not receive additional compensation for such service.

DIRECTOR STOCK OWNERSHIP

- To further align the interests of non-employee directors and shareholders, the Board has established a stock ownership policy requiring each non-employee director to beneficially own shares of common stock of the Company with a market value equal to at least \$175,000. Non-employee directors are required to comply with the policy by the later of the 2018 Annual Meeting or the fifth anniversary of such director's initial election to the Board. The Corporate Governance and Nominating Committee periodically reviews the stock ownership policy and may recommend policy changes or updates to the Board.

STOCKHOLDER-DIRECTOR COMMUNICATIONS

- The Board believes that management should be the primary means of communication between the Company and all of its constituencies, including stockholders, customers, suppliers and employees.
- However, stockholders may communicate with individual members of the Board, committees of the Board, or the full Board by addressing correspondence to the Corporate Secretary by registered or overnight mail at the principal executive office of the Company.
- The Company's Corporate Secretary or legal department, in consultation with appropriate members of the Board as necessary, will review all incoming communications and, if appropriate, such communications will be forwarded to the appropriate member or members of our Board.

PERFORMANCE EVALUATION

- The Board, led by the Corporate Governance and Nominating Committee, will annually conduct a self-evaluation to determine whether the Board and its committees are functioning effectively. The full Board will discuss the evaluation to determine what action, if any, could improve Board and committee performance.
- The Board, with the assistance of the Corporate Governance and Nominating Committee, shall periodically, but no less than annually, review these Corporate Governance Guidelines to determine whether to recommend any changes to the Board as appropriate.

INTERPRETATION

- These guidelines should be interpreted and construed in the context of all applicable laws and the Company's amended and restated certificate of incorporation, Bylaws and other corporate governance documents.

AMENDMENT

- The Company is committed to continuously reviewing and updating our policies, and the Company therefore reserves the right to amend these guidelines at any time, for any reason, subject to applicable law.