

## Harmonic Business Partner Code of Conduct & Ethics Policy

Harmonic is committed to responsible business practices and conducting business with the highest ethical standards. The Harmonic Business Partner Code of Conduct articulates our own commitment and our expectations of our business partners. It also reflects our support for the Code of Conduct established by the Electronic Industry Citizenship Coalition (*EICC*).

This Code of Conduct policy is applicable to all Harmonic partners (including, but not limited to distributors, resellers, agents, solution partners and service providers) and to all personnel employed by or engaged to provide services to such partners throughout the world. Harmonic Inc. and its subsidiaries (“Harmonic”) require that you comply with all laws and regulations applicable to your business, wherever conducted, and with this Code. Harmonic expects every business partner 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 raising concerns and behaviors that proactively promote and advocate ethical behavior in Harmonic's work environment.

### COMPLIANCE WITH LEGAL REQUIREMENTS

Harmonic expects you, our business partner, to comply with all applicable federal, state, foreign and local laws, rules and regulations along with any other governmental and regulatory requirements. While it is not practical to list all potential scenarios, below is a list of some common legal requirements:

- *Avoid Conflicts of Interest* – A conflict of interest can arise any time a Partner’s financial or other commercial or personal relationships may inappropriately influence the Partner’s ability to fairly, accurately and ethically distribute and sell Harmonic products. Harmonic business partners must avoid any situation or relationships that may involve an inappropriate conflict or the appearance of a conflict with the interests of Harmonic. Harmonic business partners shall not offer or provide excessive gifts, hospitality or entertainment to any Harmonic employee or family member of Harmonic employees. Harmonic employees and their family members may not hold any significant economic interest in any entity that does business with Harmonic and Harmonic business partners are required to avoid such relationships with Harmonic employees.
- *Comply with Bribery & Anti-Corruption Laws* – Harmonic is committed to conducting its business free from extortion, bribery and all unlawful, unethical or fraudulent activity. Harmonic partners must not offer, give, promise or authorize any bribe, gift, loan, fee, reward or other advantage to any government official or employee, any customer, any Harmonic employee or any other person to obtain any business advantage or improperly influence any action or decision. Harmonic business partners must comply with all applicable international anti-corruption laws and regulations, including the U.S. Foreign Corrupt Practices Act.
- *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, including disgorgement of profits, civil judgments, fines and jail sentences. Harmonic business partners must ensure that non-public information obtained in the course their relationship with Harmonic is not used for the personal benefit of the Harmonic business partner, their employees or other persons.

- *Protect Intellectual Property* – Harmonic business partners must use Harmonic’s trade information, copyrights, and trademarks only in a manner that is permitted under their contracts with Harmonic and may not misappropriate or infringe upon the trade information, trademarks, or copyrighted works of others. Harmonic business partners must not misuse trade secrets or proprietary or confidential information of others for their own purposes or disclose such information to unauthorized third parties. Harmonic business partners must notify Harmonic of any unauthorized use of Harmonic trade secrets, brands, trademarks, logos or confidential information by a third party.
- *Maintain Confidentiality* – Harmonic business partners must protect Harmonic’s information, not disclose it to any unauthorized third party, and use it only for the business of Harmonic.
- *Comply with Export and Import Laws* – Harmonic business partners must strictly comply with all import, export and re-export restrictions applicable to Harmonic and reflected in relevant agreements and as required by applicable laws and regulations.
- *Promote Fair Competition* – It is Harmonic’s policy to lawfully compete in the marketplace. Our commitment to fairness includes respecting the rights of our competitors to compete lawfully in the marketplace and abiding by all applicable laws in the course of competing. Harmonic business partners shall comply with all applicable antitrust and competition laws which prohibit agreements or actions that unreasonably restrain trade, are deceptive or misleading, or unreasonably reduce competition without providing beneficial effects to consumers.
- *Promote Honesty and Accurate Dealings* – Harmonic business partners shall not make any false representations in connection with any Harmonic transaction including, but not limited to, oral misrepresentations of fact, the promotion or utilization of false documentation such as non-genuine customer purchase orders, fraudulent or forged contracts, forged letters of destruction and/or other false or inaccurate records.

**COMPLIANCE WITH LABOR STANDARDS:** Harmonic expects our business partners to treat their own employees fairly in accordance with local laws and regulations regarding labor and employment, and to pursue the following principles:

- *Involuntary Labor* – Employment with Harmonic business partners should be an expression of free choice and there may be no forced, bonded or involuntary labor. Harmonic business partners should allow workers to discontinue employment upon reasonable notice.
- *Child Labor* – Harmonic business partners should not use child labor and Harmonic business partners should adopt procedures to verify and maintain documentation that no workers are

younger than the local legal age for employment. Harmonic business partners must follow all applicable local laws, regulations and standards concerning working hours and conditions for all workers. The term “child” refers to any person employed under the age of 15 (*or 14 where the law of the country permits*), or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest.

- *Lawful Employment* – Harmonic business partners shall, prior to employing any worker, validate and review all relevant documentation to ensure that such worker has the legal right to work in that jurisdiction.
- *Non-Discrimination or Harassment* – Harmonic business partners shall not illegally discriminate on the basis of age, gender, race, sexual orientation, perceived disability, national, cultural, religious or personal beliefs.
- *Freedom of Association* – Harmonic business partners shall respect the legal rights of employees to freely associate, organize, and bargain collectively within the legal framework of the respective country.
- *Safe Conditions* – Harmonic business partners shall provide a safe and hygienic working environment for workers and provide appropriate safety equipment and training.
- *Working Hours* – Harmonic business partners shall afford workers working hours that comply with national laws and industry standards.
- *Wages & Benefits* – Harmonic business partners shall provide wages and benefits that comply with all applicable local wage and hour laws and regulations including those relating to minimum wages, overtime hours, piece rates and other elements of compensation, and provide legally mandated benefits.

## COMPLIANCE PROCEDURES

*Certification* - Where required, each Harmonic business partner covered by the Harmonic Business Partner Code of Conduct shall have an authorized representative certify that he or she has read and understood the Code of Conduct and commits the Harmonic business partner to these standards.

*Monitoring & Compliance* - Harmonic may audit compliance with this policy or appoint a third party to conduct an audit. Any violations will be reported to the Harmonic business partner’s management for their attention and, if appropriate, corrective action. It is the intention of Harmonic to discontinue its relationship with any Harmonic business partner who does not comply with this Code of Conduct or, upon discovery of noncompliance, does not commit to a specific plan to achieve compliance.

*Reporting Violations* – Harmonic business partners and other stakeholders may report suspected violations of these standards to:

VP Legal and General Counsel  
4300 North First Street, San Jose, CA 95134  
Tel: +1 408 542 2500

In addition to the contact above, concerns may be reported through the Harmonic's toll-free ethics hotline which is managed by a third party provider Listen Up Group toll free in the United States at (866) 873-0245, calling collect from outside the United States at (314) 628-6269, submitting an anonymous web form at [www.ListenUpReports.com](http://www.ListenUpReports.com), sending an anonymous letter to P.O. Box 274, Highland Park IL, 60035 USA, or faxing a letter to (312) 635-1501. All reports will be taken seriously and will be investigated. The specific action taken in any particular case depends on the nature and gravity of the conduct or circumstances reported and the quality of the information provided.