

Code of Business Conduct and Ethics

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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:

Honest and ethical
conduct

Proper handling of
conflicts of interest

Accurate and
timely public
communications

Compliance with
laws, rules and
regulations

Prompt internal
reporting of Code
violations

Who this Code Applies To

This Code applies to all directors, officers and employees, and all consultants, contractors and agents ("agents"), of Harmonic and its subsidiaries. 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.

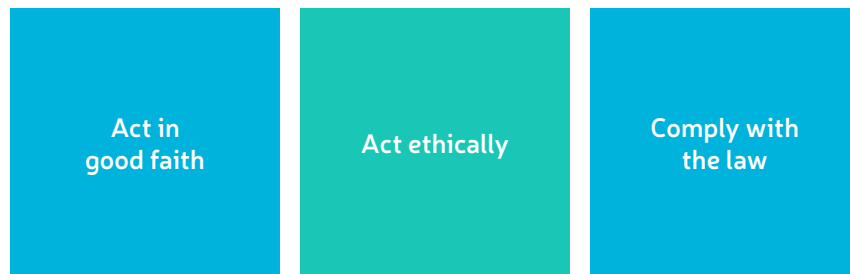
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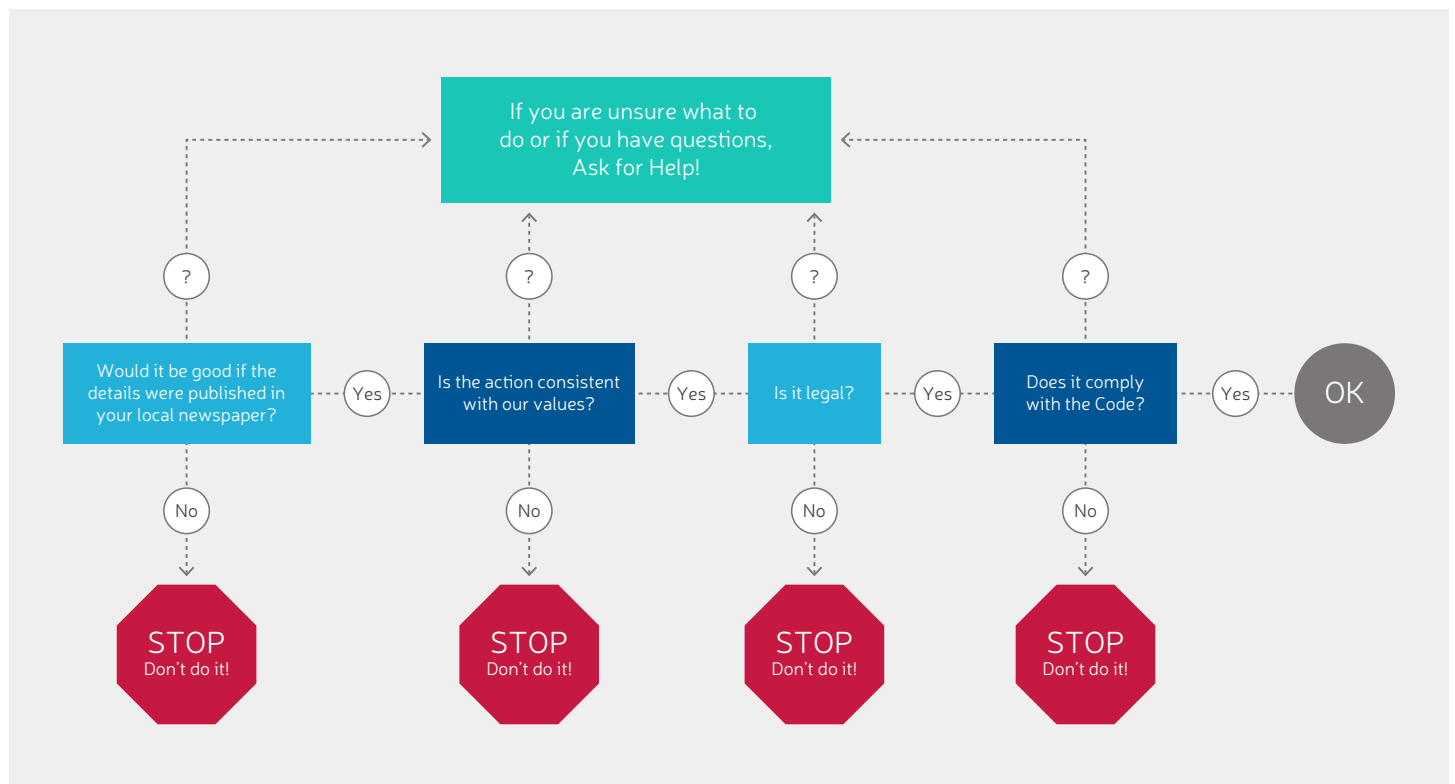
What Harmonic Expects

Harmonic expects every director, officer, employee and agent 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.

Be fair when
selecting suppliers

Gather competitive
information
through legal and
ethical means

Be careful when
working with
competitors

Report
confidentiality
breaches

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, are our official spokespeople for financial matters.

Other Spokespersons: Our CEO, CFO, and SVP of Marketing Communications, and their authorized designees, are our official spokespeople for public comment, press, marketing, technical and other such information.

Don't speak on
behalf of Harmonic
unless you are
authorized to do so

Direct all third
party inquiries
to an authorized
spokesperson

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.

Don't post
Harmonic-related
information unless
you are authorized

Apply workplace
rules to social
media activity

Responsibilities to Our Stockholders

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. To the extent applicable to your role, reporting accurate, complete and understandable information about our business, earnings and financial condition is an essential responsibility, as well as making open and full disclosures to, and cooperating fully with, outside accountants in connection with any audit or review of our company's financial statements.

Accuracy of records and reports: It is your 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 impropriety, you should immediately report your concerns as set forth below under "Administering our Code".

Ensure your
own reporting is
accurate, honest
and complete

Immediately
report financial
or business
misconduct
or inaccurate
reporting

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.

Am I involved in any situation that
could create – or appear to create – a
conflict between my interests and
Harmonic's interests?

Disclose any and all
actual or potential
conflicts of interest

POTENTIAL CONFLICTS OF INTEREST

WHAT YOU SHOULD DO

Outside employment and directorships

You should not serve as a board member, director, employee, agent or contractor for any of our competitors, suppliers, customers, resellers or strategic partners unless 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.

Financial interests in other companies

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.

Transactions with related parties

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.

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.

Loans by Harmonic

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.

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 supplies; 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, and agents are required to enter into similar agreements.

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 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.

Protect Harmonic –
speak out against
any acts of theft or
fraud

Be a good steward
of Harmonic's
assets – treat
them with care
and guard against
waste and abuse

Protect our
confidential
information

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.

Comply with
Harmonic's Insider
Trading Policy

Do not trade on
material non-
public information

Do not short or
hedge Harmonic
stock

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. You are strictly prohibited from offering or providing 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, retaining 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 you 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.

Comply with
anti-bribery and
anti-corruption
laws where you do
business

Do not give
anything of value
to government
officials or
employees of
state-owned
entities

Do not give or
accept any bribes

Report suspected
or actual acts of
bribery

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.

We are subject
to many export
control and trade
compliance laws

Ask Legal
for help

Safe and Respectful Workplace

No Discrimination or Harassment

Harmonic strives to maintain a safe and professional work environment based on trust and respect. We do not tolerate any form of discrimination or harassment on the basis of gender, race, color, national origin, ancestry, citizenship, religion, age, physical or mental disability, medical condition, genetic information, pregnancy, sexual orientation, gender identity or gender expression, veteran status, or marital status or any other legally protected status.

Harassment can take many forms, and any type of harassment is a violation of our philosophy and policies. Examples include but are not limited to: threatening or offensive remarks; unwelcome sexual advances; visually offensive or vulgar materials; and derogatory, disparaging or suggestive jokes, emails or other unprofessional conduct.

Safety

You are expected to resolve problems and issues respectfully, and resorting to threats or acts of violence, physical intimidation or hostile or abusive behavior is prohibited. In addition, you are prohibited from working under the influence of illegal drugs or alcohol. This can even include prescription medication, if you do not have a valid prescription for it or are misusing it. When alcohol is available at a Company-sponsored or approved event, you should act responsibly and refrain from becoming intoxicated or impaired.

All discrimination
and harassment is
prohibited

Treat your
co-workers
with respect

Do not work under
the influence of
drugs or alcohol

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 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.

Acknowledge the
Code annually

Report Code
violations in
good faith

You can report
anonymously using
our whistleblower
hotline