



HARMONIC INC.
(the "Corporation")

**CORPORATE GOVERNANCE
AND
NOMINATING COMMITTEE
CHARTER**

(adopted January 2004)

I. PURPOSES

- A. The Corporate Governance and Nominating Committee (the "Committee") shall provide assistance to the Corporation's Board of Directors (the "Board") in fulfilling its responsibility with respect to the corporate governance of the Corporation. The Committee's responsibilities include:
- (i) Establishing a process for identifying, recruiting and recommending new candidates for membership on the Board and its committees;
 - (ii) Recommending appropriate policies and procedures to ensure the effective functioning of the Board; and
 - (iii) Recommending appropriate compensation for Board members.
- B. This Committee shall also be responsible for initial orientation of new Board members and ongoing training and evaluation of the effectiveness of all Board members.

II. COMPOSITION AND TERMS OF OFFICE

- A. The Committee shall consist of not less than two (2) members of the Board, elected from time to time by the Board, who are independent directors under Nasdaq Rule 4200, subject to applicable exceptions under Nasdaq rules.
- B. The Board or a majority of the Committee's members may appoint a chair of the Committee.
- C. Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director of the Corporation. Each member of the Committee shall hold office until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal.
- 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. A member or members of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities as 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 and delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.
- J. The Committee shall have full authority to retain outside legal, accounting, or other advisors in carrying out its duties and responsibilities, and sole authority to retain and terminate any search firm to be used to identify potential director candidates. As part of this authority, the Committee shall be authorized to approve the fees payable to such advisors and firms and any other terms of retention, and the Corporation shall provide the funding determined appropriate by the Committee for any such advisors and firms.

III. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Board hereby delegates to the Committee the following powers and duties to be performed by the Committee on behalf of and for the Board:

- A. Determine, as from time to time deemed appropriate, the criteria for qualification and selection of directors for election to the Board. In connection therewith, if the Committee deems it appropriate, determine and document (i) minimum qualifications that an individual must have to be a nominee of the Committee to the Board and (ii) qualities and skills necessary for a director. Consider and, if the Committee deems it appropriate, adopt director qualification requirements related to the number of boards on which a director may sit and director tenure, retirement and succession.
- B. Develop and update a long term plan for the composition and size of the Board that takes into consideration the current strengths, skills and experience on the Board, retirement dates and the strategic direction of the Corporation.
- C. Identify and evaluate possible candidates against such criteria and long term plan. In connection therewith, exercise sole authority to either (i) select candidates for nomination to the Board or (ii) recommend candidates for the Board's selection. Assist the Board in attracting and retaining qualified members of the Board.
- D. Recommend to the Board the nominees of directors to be selected for membership on each Board committee.
- E. Develop and document a policy with respect to the Corporation's consideration of director candidates recommended by the stockholders of the Corporation.
- F. If the Committee determines that the Corporation should consider candidates recommended by stockholders, (i) develop and document the procedures to be followed by stockholders in submitting these recommendations, (ii) develop and document the Committee's process for identifying and evaluating nominees for director, including nominees recommended by stockholders, and (iii) determine whether the Committee will evaluate a nominee differently based on whether or not the nominee is recommended by a stockholder.
- G. If the Committee deems it appropriate, develop and document a process for stockholders to send communications to the Board and identify the Board members to whom such communications may be sent.

- H. Determine (i) the criteria by which a communication from a third party will be classified as a communication from a stockholder and (ii) whether all stockholder communications will be sent directly to the Board. If not all stockholder communications will be sent directly to the Board, develop and document a process for determining which stockholder communications will be relayed to the Board.
- I. Consider and, if the Committee deems it appropriate, adopt a policy regarding director attendance of the annual meeting of stockholders.
- J. Review, monitor and make recommendations regarding new director orientation and the ongoing development and education of existing Board members.
- K. Consider and, if the Committee deems it appropriate, adopt policies regarding director access to management and independent advisors.
- L. Monitor the Corporation's corporate governance environment, compliance and reputation, other than with respect to those matters that are under the direction of either the Audit Committee or the Compensation Committee of the Board.
- M. With respect executive management's service on boards of directors of unrelated corporations that operate for profit and that compensate members of their boards and/or executive management's significant commitments with respect to non-profit organizations:
 - (i) consider a limit on the number of such boards on which individual members of Executive Management may participate;
 - (ii) if the Committee deems it appropriate, receive notice of proposed membership by a member of executive management and, upon consultation with the Chief Executive Officer, have a right to approve such membership; and
 - (iii) if the Committee deems such action appropriate, confirm in writing, through the Chief Executive Officer, to such member of executive management that the Corporation shall not indemnify such person nor be exposed to liability with respect to such person's participation on such board.
- N. Establish and administer a process for assessing the effectiveness, roles and responsibilities of the Board as a whole, the committees of the Board and the contribution of individual directors.
- O. Review the adequacy and form of compensation for members of the Board, and committees thereof, to ensure the compensation realistically reflects the responsibilities and risk involved in being an effective director and make recommendations to the Board regarding such compensation.
- P. Have such other powers and duties as delegated to it by the Board.

IV. ACCOUNTABILITY

- A. The Committee shall report to the Board at its next regular meeting all such action it has taken since the previous report.
- B. The Committee is authorized to request the presence at any meeting, but without voting rights, of a representative from the external advisors, senior management, legal counsel or anyone else who could contribute substantively to the subject of the meeting and assist in the discussion and consideration of the business of the Committee, including directors, officers and employees of the Corporation.