

**HARMONIC LIMITED**

**Company Number 04740221**

**WRITTEN RESOLUTION**

Circulated on 28<sup>th</sup> May 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the Act), the directors of the Company propose that the resolution below is passed as a special resolution (the Special Resolution)

**Special Resolution.**

That the outstanding non-Exempt shares in the Company held by the following shareholders be and are hereby declared to be Exempt pursuant to Article 13 of the Company's Articles of Association

Two Thousand of the shares held by Allan William Bucknell  
Two Thousand of the shares held by Stephen John D'Arcy  
Two Thousand of the shares held by Stephen Edward Mead  
One Thousand of the shares held by Thomas Graham Samuel  
One Thousand of the shares held by Barbara Anne Samuel  
Two Thousand of the shares held by Martin Paul Wicks

As a memorandum item, we note that the total numbers of shares in the Company declared to be Exempt pursuant to Article 13 of the Company's Articles of Association by this special resolution and previous special resolutions are

Forty Thousand of the shares held by Allan William Bucknell  
Forty Thousand of the shares held by Stephen John D'Arcy  
One Thousand of the shares held by Richard Henry George Jackson  
Forty Thousand of the shares held by Stephen Edward Mead  
Thirty Thousand of the shares held by Thomas Graham Samuel  
Ten Thousand of the shares held by Barbara Anne Samuel  
Forty Thousand of the shares held by Martin Paul Wicks

**AGREEMENT**

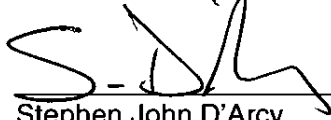
Please read the notes at the end of this document before signifying your agreement to this special resolution

The undersigned, a person entitled to vote on the above resolution on 28<sup>th</sup> May 2010, hereby irrevocably agrees to the Special Resolution



  
\_\_\_\_\_  
Allan William Bucknell

Date 15/6/10

  
\_\_\_\_\_  
Stephen John D'Arcy

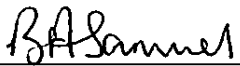
Date 28.5.10

\_\_\_\_\_  
Richard Henry George Jackson

Date

  
\_\_\_\_\_  
Stephen Edward Mead

Date 28/5/10

  
\_\_\_\_\_  
Barbara Anne Samuel

Date 3 6 10

  
\_\_\_\_\_  
Thomas Graham Samuel

Date 3/6/10

  
\_\_\_\_\_  
Martin Paul Wicks

Date 4/6/10

#### NOTES

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
  - a By hand delivering the signed copy to The Company Secretary
  - b Post returning the signed copy to the Company Secretary, Harmonic Ltd, The Hatchery, Eaglewood Park, Ilminster, Somerset TA19 9DQ
  - c Fax faxing the signed copy to The Company Secretary, Harmonic Ltd, 08716 618953
  - d Email by attaching a scanned copy of the document to an email and sending it to [steve.mead@harmonicltd.co.uk](mailto:steve.mead@harmonicltd.co.uk)

If you do not agree to the resolution, you do not need to do anything you will be not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement

- 3 Unless by 9<sup>th</sup> July 2010, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

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The undersigned, a person entitled to vote on the above resolution on 28<sup>th</sup> May 2010, hereby irrevocably agrees to the Special Resolution



\_\_\_\_\_  
Allan William Bucknell

Date

\_\_\_\_\_  
Stephen John D'Arcy

Date

  
\_\_\_\_\_  
Richard Henry George Jackson

Date

5 June 2010

\_\_\_\_\_  
Stephen Edward Mead

Date

\_\_\_\_\_  
Barbara Anne Samuel

Date

\_\_\_\_\_  
Thomas Graham Samuel

Date

\_\_\_\_\_  
Martin Paul Wicks

Date

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