

HARMONIC LIMITED

Company Number 04740221


WRITTEN RESOLUTION



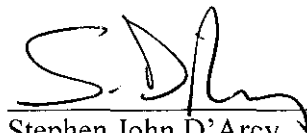
Pursuant to Section 381(A) of the Companies Act 1985

We, the undersigned, being the only shareholders of the Company having the right at the date of this resolution to attend and vote at a general meeting of the members of the Company agree that the following resolution shall be deemed to be as effective as if it had been passed at a general meeting of the Company duly convened and hereby resolve AS A SPECIAL RESOLUTION that the following shares in the Company be and are hereby declared to be Exempt pursuant to Article 1.3 of the Company's Articles of Association:

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


Allan William Bucknell

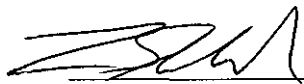
Date 16/12/05.


Stephen John D'Arcy

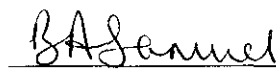
Date 16.12.05


Richard Henry George Jackson

Date 16/12/2005


Stephen Edward Mead

Date 16/12/05


Barbara Anne Samuel

Date 16.12.05


Thomas Graham Samuel

Date 16/12/05


Martin Paul Wicks

Date 16/12/05