

HARMONIC LIMITED (04740221)

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Harmonic Limited (Company)

3 August 2020 (Circulation Date)

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions numbered 1, 2 and 3 are passed as special resolutions (**Resolutions**).

SPECIAL RESOLUTION

1. ADOPTION OF NEW ARTICLES

THAT the articles of association of the Company be amended by adopting the articles attached hereto in substitution for the existing articles of association of the Company.

2. AUTHORITY TO ALLOT

THAT, in accordance with article 2.2 of the new articles of association of the Company adopted pursuant to resolution 1 above (**New Articles**) and section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot 100,000 participating preference shares of 0.01p each in the capital of the company having the rights and subject to the restrictions set out in the New Articles provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date 5 years from the date of the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

3. DIS-APPLICATION OF PRE-EMPTION RIGHTS

THAT subject to the passing of resolution 2 and in accordance with section 571 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- a. be limited to the allotment of equity securities up to an aggregate nominal amount of £10; and



- b. expire on the date 5 years from the date of the passing of resolution 2 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed by ALLAN WILLIAM BUCKNELL

A. Bucknell

Date

04/08/2020

Signed by EMY WITHEY

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Date

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Signed by STEPHEN EDWARD MEAD

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Date

.....

Signed by THOMAS GRAHAM SAMUEL

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Date

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Signed by RICHARD HENRY JACKSON

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Date

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- b. expire on the date 5 years from the date of the passing of resolution 2 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

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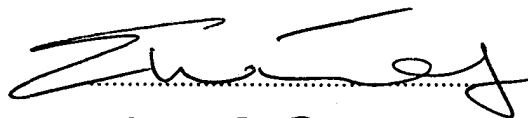
Signed by ALLAN WILLIAM BUCKNELL

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Date

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Signed by EMY WITHEY



Date

24.8.20
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Signed by STEPHEN EDWARD MEAD

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Date

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Signed by THOMAS GRAHAM SAMUEL

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Date

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Signed by RICHARD HENRY JACKSON

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Date

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- b. expire on the date 5 years from the date of the passing of resolution 2 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

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Signed by ALLAN WILLIAM BUCKNELL

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Date

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Signed by EMY WITHEY

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Date

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Signed by STEPHEN EDWARD MEAD

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Date

3rd August 2020

Signed by THOMAS GRAHAM SAMUEL

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Date

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Signed by RICHARD HENRY JACKSON

.....

Date

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- b. expire on the date 5 years from the date of the passing of resolution 2 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

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Date

Signed by EMY WATHEY

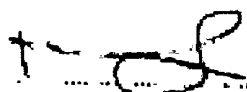
Date

Signed by STEPHEN EDWARD MEAD

Date

Signed by THOMAS GRAHAM SAMUEL

Date


4/8/20

Signed by RICHARD HENRY JACKSON

Date

NOTES

1. If you agree with the Resolutions, 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:

By Hand: delivering the signed copy to Catherine Carlton at Stephens Scown LLP of Curzon House, Southernhay West, Exeter, EX1 1RS.

By Post: returning the signed copy by post to Catherine Carlton at Stephens Scown LLP of Curzon House, Southernhay West, Exeter, EX1 1RS.

By Fax: faxing the signed copy to 01392 274010 marked for the attention of Catherine Carlton.

By e-mail: attaching a scanned copy of the signed document to an e-mail and sending it to c.carlton@stephens-scown.co.uk. Please type "Written resolutions" in the e-mail subject box.

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

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless within 28 days of the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.